

N/5000006139

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000330879250

11/11/19
DIVISION OF CORPORATIONS
19 FEB - 8 PM 3:54

11/12/19
Amend
&
Restate
N/C

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: BROWARD REGIONAL HEALTH PLANNING COUNCIL HOUSING
ADMINISTRATION, INC., formerly known as
PATCH COLLABORATIVE, INC

Enclosed is an original and one (1) copy of the Amended and Restated Articles of Incorporation,
as well as a check made payable to the Florida Department of State in the amount of \$35 for the
filing fee:

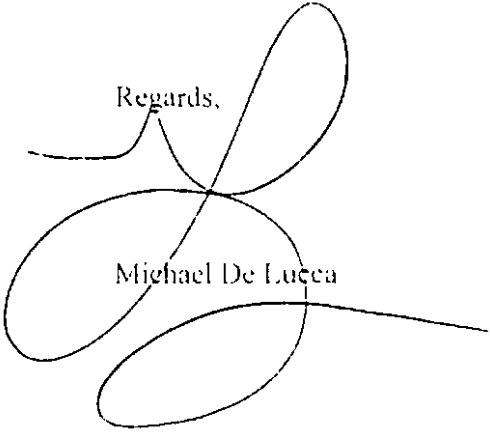
Please return all correspondence concerning this matter to the following:

Michael De Lucca
200 OAKWOOD LANE, SUITE 100
HOLLYWOOD, FL 33020
Telephone: (954)561-9681
E-mail: mdelucca@BRHPC.ORG

Thank you for your attention to, and assistance with, this matter.

Regards,

Michael De Lucca



AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BROWARD REGIONAL HEALTH PLANNING COUNCIL HOUSING
ADMINISTRATION, INC., FORMERLY KNOWN AS
PATCH COLLABORATIVE, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

Pursuant to the applicable provisions of Sections 617.1002, 617.1006, and 617.1007, of the Florida Statutes, the undersigned Florida Not for Profit Corporation, **Patch Collaborative, Inc.** (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

FIRST: The Corporation's Articles of Incorporation were filed with the Secretary of State of Florida on July 6, 2015, Document Number N15000006139.

SECOND: These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation at a meeting which was held on January 23, 2019, and approved by the Sole Member, in accordance with the Corporation's Bylaws. To effect the foregoing, the Articles of Incorporation filed on July 6, 2015, are hereby amended and restated in its entirety as herein set forth in full:

ARTICLE I
CORPORATION NAME

The name of the Corporation is Broward Regional Health Planning Council Housing Administration, Inc.

ARTICLE II
PRINCIPAL OFFICE ADDRESS

The Corporation's principal office address is:

200 OAKWOOD LANE, SUITE 100
HOLLYWOOD, FL 33020

ARTICLE III
MAILING ADDRESS

The Corporation's mailing address is:

200 OAKWOOD LANE, SUITE 100
HOLLYWOOD, FL 33020

ARTICLE IV

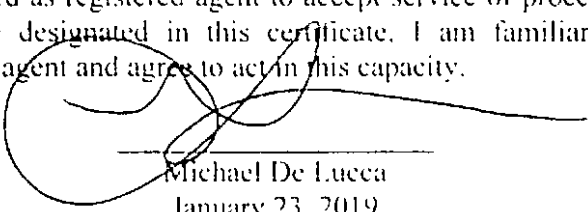
FILED
SECRETARY OF STATE
19 FEB -8 PM 3:56
DIVISION OF CORPORATION

REGISTERED AGENT

The name and address of the registered agent of the Corporation is:

Michael De Lucca
200 OAKWOOD LANE, SUITE 100
HOLLYWOOD, FL 33020

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Michael De Lucca
January 23, 2019

ARTICLE V **DURATION AND MEMBERSHIP**

The Corporation shall have perpetual existence. The Corporation shall have one "Member" which shall be Broward Regional Health Planning Council, Inc., a Florida nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code. Neither these Amended and Restated Articles of Incorporation or the Corporation's Bylaws shall be amended without the express written consent of the Member.

ARTICLE VI **BOARD OF DIRECTORS**

The sole member of this Corporation shall have the exclusive power to appoint and remove the directors constituting the Board of Directors. The Corporation's Bylaws shall provide for the number of Directors and the manner of their governance.

ARTICLE VII **CORPORATE PURPOSES**

The purposes for which this Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future tax code, and consist of the following:

1. The Corporation is to be operated exclusively for purposes that are described in Section 509(a)(3)(A) of the Code, to wit: to benefit, to perform the functions of, or to carry out the purposes of one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code. The organization that the Corporation is to support is Broward Regional Health Planning Council, Inc., a primary function of which is to

develop and deliver health and human service innovations at the national, state and local level through planning, direct services, evaluation and capacity building.

2. As a supporting organization for Broward Regional Health Planning Council, Inc., the Corporation shall acquire, hold, develop, construct, repair, rent and/or sell affordable housing for the benefit of low income individuals and families.
3. The Corporation may do any and all lawful activities that may be necessary, useful or desirable for the accomplishment, furtherance, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction, collaboration or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or government agencies, bureaus or departments.
4. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation qualifies as an exempt organization under Section 501(c)(3) of the Code, or the corresponding sections of any future federal tax code.

ARTICLE VIII **501(c)(3) LIMITATIONS**

1. CORPORATE PURPOSES. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code; or (c) the purposes of the Corporation shall be limited to one or more of the purposes of the purposes set forth in Section 509(a)(3) of the Code
2. EXCLUSIVITY. The Corporation is organized exclusively for charitable and educational purposes.
3. NO PRIVATE INUREMENT. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual. The Corporation shall not distribute any gains, profits, or dividends to the Directors, officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in carrying out, and to make payments and distributions in furtherance of, the purposes set forth in these Amended and Restated Articles of Incorporation.

4. LOBBYING AND POLITICAL CAMPAIGNS. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
5. DISSOLUTION. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to the sole Member, provided that the sole Member remains an organization recognized as exempt within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. If the assets are not permitted to be distributed to the Member, then the assets shall be distributed to another organization recognized as exempt within the meaning of Section 501(c)(3) of the Code; or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE IX

DEBT OBLIGATIONS AND PERSONAL LIABILITY

No Director or officer of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Directors or officers be subject to the payment of the debts or obligations of this Corporation.

ARTICLE X

INDEMNIFICATION

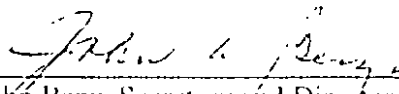
Indemnification of the Corporation's Directors and officers shall be pursuant to the Corporation's Bylaws.

ARTICLE XI

AMENDMENT

These Amended and Restated Articles of Incorporation may be amended in accordance with, and as provided for in, the Corporation's Bylaws, and shall require the express written consent of the sole Member.

IN WITNESS WHEREOF, I hereby certify on this 23rd day of January, 2019, that these Amended and Restated Articles of Incorporation of Broward Regional Health Planning Council Housing Administration, Inc., formerly known as Patch Collaborative, Inc., a Florida nonprofit corporation, were adopted by the Board of Directors and the sole Member on this 23rd day of January, 2019.



John Benz, Secretary and Director