

May. 20. 2014C 2:12 PM

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N15843

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PALM LAKE VILLAGE HOUSING CORPORATION**

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May 20, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PALM LAKE VILLAGE HOUSING CORPORATION
11479 ULMERTON ROAD
LARGO, FL 33778

SUBJECT: PALM LAKE VILLAGE HOUSING CORPORATION
REF: N15843

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please delete the words "and shareholders" from Article IV since this is a non-profit corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

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*Article IV is stating
there are no members or
stockholders.*

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

PALM LAKE VILLAGE HOUSING CORPORATION

I, the undersigned, being the General Manager/Secretary of Palm Lake Village Housing Corporation, a Florida not for profit corporation, hereby file the following Amended and Restated Articles of Incorporation, that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

ARTICLE I- NAME

The name of the corporation is PALM LAKE VILLAGE HOUSING CORPORATION, a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at Fifth Third Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: PALM LAKE VILLAGE HOUSING CORPORATION, 11479 Ulmerton Road, Largo, Florida 33778.

ARTICLE III - PURPOSES AND POWERS

(a) The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes of making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and

(b) The Corporation is organized, and at all times thereafter is operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Pinellas County Housing Authority, a public body corporate and politic established pursuant to Chapter 421 of the Florida Statutes (the "Authority").

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

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ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. The method of election of Directors is as stated in the bylaws of the Corporation. The number of Directors may be raised or lowered to correspond to the number who serve on the Board of Commissioners of the Authority, but shall in no case be less than three (3). The Board of Directors must be composed of the then current Board of Commissioners of the Authority, and any and all members of the Board of Directors are only eligible to serve as long as they are current Board members of the Authority.

ARTICLE VII - BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located, pursuant to the procedures for judicial dissolution, Florida Statutes Section 617.1431.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator of these Amended and Restated Articles of Incorporation is as follows:

NAME

Debra Johnson

ADDRESS

11479 Ulmerton Road, Largo, Florida 33778

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ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

IN WITNESS OF THE FOREGOING, I hereby set my hand this 19th day of May, 2014.

PALM LAKE VILLAGE HOUSING CORPORATION

By: [Signature]
Debra Johnson, General Manager/Secretary

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 19th day of May, 2014, by Debra Johnson, and she executed the foregoing Amended and Restated Articles of Incorporation as General Manager/Secretary of Palm Lake Village Housing Corporation.



STEPHANIE L. RINKENBERG
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE004811
Expires 8/20/2014

[Signature]
Notary Public, State of Florida

Print, Type or Stamp Name STEPHANIE L. RINKENBERG

Personally Known X Type of Identification Produced _____ Or Produced Identification _____

CERTIFICATE

That Palm Lake Village Housing Corporation, desiring to organize under the laws of the State of Florida, with its principal office at 11479 Ulmerton Road, Largo, County of Pinellas, State of Florida 33778, has named Ricardo L. Gilmore, located at 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

[Signature]
Ricardo L. Gilmore, Esq.

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CERTIFICATE

I hereby certify that the Amended and Restated Articles of Incorporation of Palm Lake Village Housing Corporation were adopted by the board of directors and do not contain any amendments requiring member approval since there are no members.

PALM LAKE VILLAGE HOUSING
CORPORATION

By: [Signature]
Debra Johnson, General Manager/Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me effective this 19th day of May, 2014, by Debra Johnson.



STEPHANIE L. RINKENBERG
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE004811
Expires 8/20/2014

[Signature]
Notary Public, State of Florida
Print, Type or Stamp Name
STEPHANIE L. RINKENBERG

Personally Known X Type of Identification Produced _____ Or Produced Identification _____

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