

N 1900000 2256

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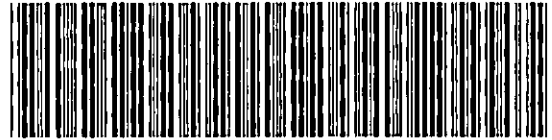
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PHASE Housing Corporation, Inc.

DOCUMENT NUMBER: N19000002256

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul J. Ponte

(Name of Contact Person)

PHASE Housing Corporation, Inc.

(Firm/ Company)

325 Executive Drive

(Address)

West Palm Beach, FL 33401

(City/ State and Zip Code)

pponte@phaseinc.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul J. Ponte

770

6884584

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
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Certified Copy
(Additional Copy is
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|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHASE HOUSING CORPORATION, INC.

A NONPROFIT CORPORATION**

June 1, 2019

**ARTICLE I
NAME**

The name of the corporation is **PHASE HOUSING CORPORATION, INC.**, a Florida nonprofit corporation (the "Corporation").

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the registered agent of the Corporation is CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND RD, PLANTATION, FL 33324.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator is PAUL J. PONTE, 325 EXECUTIVE CENTER DRIVE, WEST PALM BEACH, FL 33401.

**ARTICLE IV
MEMBERS**

The Corporation shall not have members.

**ARTICLE V
INITIAL PRINCIPAL OFFICE**

The mailing address of the initial principal office of the Corporation is, 325 EXECUTIVE CENTER DRIVE, WEST PALM BEACH, FL 33401.

**ARTICLE VI
AUTHORITY**

The Corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code, as amended, and shall have perpetual duration.

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ARTICLE VII CORPORATE PURPOSE

The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). The specific purpose of the Corporation is to foster low-income housing by providing safe, decent and quality housing that is affordable to moderate, low and very low-income persons and families (including without limitation the disabled, mentally ill and/or elderly) through the acquisition, ownership, development, construction, operation, management, leasing, selling and/or facilitation of multi or single family housing developments.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, founder, contributor, director, officers, or any private shareholder or individual, except that the Corporation is authorized to pay expenses and reasonable compensation for services rendered in furtherance of purposes set forth in this Article VII.

The Corporation is expressly prohibited from engaging in propaganda, or otherwise attempting, to influence legislation, and shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Nor shall any of the Corporation's income or assets be used for such purposes.

ARTICLE VIII PERSONAL LIABILITY

Personal liability of all directors of the Corporation to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director is hereby eliminated to the extent allowed by the Florida Nonprofit Corporation Code or any successor statute.

ARTICLE IX DISTRIBUTION OF ASSETS ON DISSOLUTION

On dissolution of the Corporation, the assets of the Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows: the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) of the Code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and method of electing the Board of Directors shall be set forth in the bylaws of the Corporation.

**ARTICLE XI
OFFICERS AND DIRECTORS**

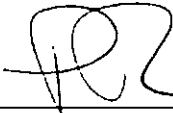
The Officers and Directors of the Corporation are:

Paul J. Ponte
Director / President
325 Executive Center Drive
West Palm Beach, FL 33401

Ernest Davis, Jr.
Director / Vice President
325 Executive Center Drive
West Palm Beach, FL 33401

Charles M. McLeod
Director / Secretary
325 Executive Center Drive
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation effective as of the day and year first above written.



Paul J. Ponte, President