

N120792

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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RE-SUBMIT

To:

Division of Corporations
Fax Number : (850) 617-6380

Please retain original filing
date of submission 12/2

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MIAMI VOA ELDERLY HOUSING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	067
Estimated Charge	\$43.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC -2 PM 2:25

*Amend/CC
@ 12/17/10*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miami VOA Elderly Housing, Inc.

DOCUMENT NUMBER: N20792

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

Please return all correspondence concerning this matter to the following:

Scott Firelson
(Name of Contact Person)

Pepper Hamilton LLP
(Firm/ Company)

600 Fourteenth Street, N.W.
(Address)

Washington, DC 20005
(City/ State and Zip Code)

firelsons@pepperlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Firelson at (202) 220-1572
(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:

- | | | | |
|--|--|--|--|
| ☐ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

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

Street Address
Amendment Section
Division of Corporations
Chilton Building
2661 Executive Center Circle
Tallahassee, FL 32301



December 2, 2010

FLORIDA DEPARTMENT OF STATE
Division of CorporationsMIAMI VOA ELDERLY HOUSING, INC.
VOLUNTEERS OF AMERICA, INC.
1660 DUKE ST
ALEXANDRIA, VA 22314-3427USSUBJECT: MIAMI VOA ELDERLY HOUSING, INC.
REF: N20792***RE-SUBMIT***Please retain original filing
date of submission 12/2

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.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The enclosed document must be filed as an amendment or the SECOND AMENDED AND RESTATED ARTICLES. THE FIRST AMENDED AND RESTATED ARTICLES WAS FILED ON 8/16/2010.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist IIFAX Aud. #: H10000259097
Letter Number: 91QA00G28071

Note: This is An Amendment to the first Amended and Restated Articles filed on 8/16/10

RECEIVED

10 DEC -7 AM 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 DEC -2 PM 2:25

Articles of Amendment
to
Articles of Incorporation
of

Miami VOA Elderly Housing, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N20792

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

_____	_____	_____	☐ Add
		_____	☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary) (Be specific)

See attached.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no handwriting or other markings on the paper.

**FIRST AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MIAMI VOA ELDERLY HOUSING, INC.**

This First Amendment to Amended and Restated Articles of Incorporation of Miami VOA Elderly Housing, Inc. (the "Corporation"), was adopted at a meeting of the Board of Directors of the Corporation, duly held on November 3, 2010:

FIRST: Section c. of ARTICLE XII is amended and restated in its entirety as follows:

"c. Any new entity with control over the Corporation, must agree to be bound by the note, mortgage/deed of trust, security agreement, Debt Service Savings Agreement, Use Agreement, Regulatory Agreement and any other documents required in connection with the HUD-insured loan (the "HUD Loan Documents") to the same extent and on the same terms as the other members."

SECOND: That said amendment was duly authorized and adopted by the Board of Directors of the Corporation, and the Assistant Secretary of the Corporation was directed to certify and file this amendment with the Amendment Section, Division of Corporations, Florida Department of State, and be inserted in the minute book of the Corporation.

IN WITNESS WHEREOF, the undersigned hereby certifies that the facts hereinabove stated are true and that the execution hereof is his/her voluntary act and deed and the voluntary act and deed of said Corporation.

Dated this 5th day of November, 2010

MIAMI VOA ELDERLY HOUSING, INC.

BY: DA

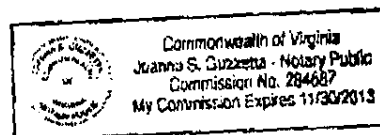
David T. Bowman, Assistant Secretary

Commonwealth
STATE OF Virginia)
City
COUNTY OF Alexandria) ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David T. Bowman, who is personally known to me.

Joanna S. Guzzetta
Notary Public

My commission expires 11/30/2013



The date of each amendment(s) adoption: November 3, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11/5/2010

Signature DK
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David Bowman
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)