

N21 0000 13106

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

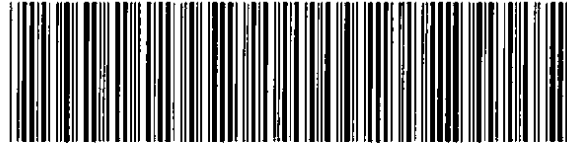
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100417129271

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2023 NOV 16 PM 12:50
CLERK OF STATE
TALLAHASSEE, FL

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 17, 2023

CSC
ALEXXIS WEIALND-SORENSEN

SUBJECT: THE HOUSING ALLIANCE, INC.

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE HOUSING ALLIANCE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records show no entity by this name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 523A00026735

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RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2023 NOV 28 AM 11:11



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: 61592

To: Department Of State, Division Of Corporations
From: Alexxis Weiland-Sorenson
Ext: 61592
Date: 11/17/23
Order #: 1320051-1
Re: The Housing Alliance, Inc.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: \$35.00 - FL State Account Number:
120000000195

Authorization:

Please take the following action:

File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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COVER LETTER

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

2023 NOV 16 PM 12:50

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SUBJECT: Collier County Community Land Trust-Master, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Dentons Cohen & Grigsby P.C.

Name (Printed or typed)

625 Liberty Ave

Address

Pittsburgh PA 15222

City, State & Zip

4122974900

Daytime Telephone number

michael@collierhousing.com

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

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

Collier County Community Land Trust-Master, Inc.
The name of the corporation is: _____

ARTICLE II RESTATED ARTICLES

Please see attached.
The text of the Restated Articles is as follows: _____

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ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

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The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

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

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

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MISSISSIPPI

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 11/16/2023 _____

Signature: Stephen Hruby
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Stephen Hruby

(Typed or printed name of person signing)

Chair

(Title of person signing)

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2023 NOV 16 PM 12:51
CLERK OF THE COURT
STATE OF FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is **The Housing Alliance, Inc.** ("Corporation")

ARTICLE II PRINCIPAL OFFICE ADDRESS

The Corporation's principal office address is:

3200 Bailey Lane, Suite #109
Naples, FL 34105

ARTICLE III PURPOSES

The Corporation is incorporated under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, and the purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific, literary, and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). In furtherance of these purposes but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. However, in all events, the Corporation shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provision set forth therein:

- (a) The Corporation shall serve as a resource for the affordable housing community within Southwest Florida by developing, financing, and advocating for housing affordability, as well as provide leadership and coordination among private and public partners.
- (b) No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation 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.
- (c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (d) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.
- (e) The Corporation shall not merge or consolidate with any corporation unless the successor corporation is an exempt organization under Section 501(c)(3) of the Code.

ARTICLE IV OPERATION AND MANNER OF ELECTION

The business and affairs of the Corporation shall be managed by or under the direction of a board of directors of the Corporation. The number, term of office, method of selection and manner of removal of the board of directors shall be as set forth in the Bylaws of the Corporation as may be amended from time to time.

ARTICLE V REGISTERED AGENT AND STREET ADDRESS

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CLERK OF CIRCUIT COURT
CLERK'S OFFICE
JANUARY 17, 2024

Having been named as registered agent to accept service of process for the above stated corporation at that place designated in this certificate, I am familiar with and accept the appointment as registered

Date _____

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2023 NOV 16 PM 12:51
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF CALIF.

Tara Fedorko, Director
3200 Bailey Lane, Suite #109
Naples, FL 34105

2023 NOV 16 04:25 1

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ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831, intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

ARTICLE X DISSOLUTION

In the event the Corporation is dissolved or liquidated, the board of directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to an organization recognized as exempt with the meaning of Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes to such organization or organizations as said court shall determine, which are organized exclusively for such purposes.

ARTICLE XI AMENDMENT

The articles of incorporation shall only be amended, altered and repealed, and new articles may be adopted by the board of directors and in accordance with the Bylaws of the Corporation.

ARTICLE XII ARTICLE CONSOLIDATION

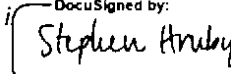
These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE XII EFFECTIVE DATE

The effective date of these Restated Articles of Incorporation shall be the date of filing with the Department of State of the State of Florida.

These restated articles of incorporation were adopted by the board of directors at a meeting held on November 13, 2023.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information in a document to the Department of State constitutes a third degree felony as provided for

DocuSigned by:

03BC472C386B4B8 ..

11/16/2023

Signature

Date

Stephen Hruby

Chair

Name of Person Signing

Title