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COR AMND/RESTATE/CORRECT OR O/D RESIGN MANATEE COUNTY VOA LIVING CENTER, INC.

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*Amended
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**CERTIFICATE
OF
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANATEE COUNTY VOA LIVING CENTER, INC.**

2017 DEC 18 5:10:09
FILED
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MANATEE
FLORIDA

The undersigned, on behalf of Manatee County VOA Living Center, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby certify to the Florida Department of State:

1. The name of the Corporation is Manatee County VOA Living Center, Inc.
2. The Articles of Incorporation of the Corporation were filed on May 14, 1990.
3. The duly adopted Amended and Restated Articles of Incorporation attached hereto as Exhibit A shall supersede the original Articles of Incorporation and all amendments thereto (the "Restated Articles").
4. The Restated Articles do not contain amendments to the Articles of Incorporation requiring member approval. The Board of Directors of the Corporation, by a number of votes cast sufficient for approval, adopted and approved the Restated Articles by written consent effective June 23, 2017, there being no members to vote thereon.
5. The Restated Articles were also approved by the Secretary of Housing and Urban Development by written consent dated October 14, 2017.
6. The Restated Articles shall be effective on the date filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has caused this certificate to be executed on behalf of the Corporation this 18th day of December, 2017.

**MANATEE COUNTY VOA LIVING CENTER,
INC.**

By: Michael King
Name: Michael King
Its: President

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EXHIBIT A

Restated Articles

(See Attached)

FILED
2017 DEC 18 PM 10:08
CLERK OF COURT
JANUARY 1, 2018

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FILED
H17000330575
2017 DEC 18 PM 10:00
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MANATEE COUNTY VOA LIVING CENTER, INC.**

Pursuant to Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be Manatee County VOA Living Center, Inc. (the "Corporation").

The address of the principal office and mailing address for the Corporation is 405 Central Avenue, Suite 100, St. Petersburg, Florida 33701.

ARTICLE II

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, this Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the

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corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE IV

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 811, Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, Volunteers of America, Inc. or Volunteers of America of Florida, Inc. shall be appointed as liquidator and/or administrator of the dissolution, and all of the remaining assets of the Corporation shall be distributed to Volunteers of America of Florida, Inc. or shall be distributed to the Secretary of Housing and Urban Development exclusively 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.

ARTICLE V

The Corporation shall have no members.

ARTICLE VI

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The number of directors of the Corporation shall be not less than three (3) nor more than seven (7). In accordance with Prohibited Relationships, 24

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C.F.R. § 891.130, no voting member of the Board of Directors may receive any compensation from the Corporation or from any firm that has a financial contract with the Corporation, and any member who receives such compensation shall be a non-voting member of the Board of Directors. The names and addresses of the members of the Board of Directors to serve until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Janet Stringfellow (non-voting Director)	405 Central Avenue, Suite 100 St. Petersburg, FL 33701-3866
Ray Tuller (non-voting Director)	405 Central Avenue, Suite 100 St. Petersburg, FL 33701-3866
Eddie Shepherdson (voting Director)	405 Central Avenue, Suite 100 St. Petersburg, FL 33701-3866
David Houssian (voting Director)	405 Central Avenue, Suite 100 St. Petersburg, FL 33701-3866
Maurice Harvey (voting Director)	405 Central Avenue, Suite 100 St. Petersburg, FL 33701-3866
Alex Bueno (voting Director)	405 Central Avenue, Suite 100 St. Petersburg, FL 33701-3866

(c) The directors shall serve without compensation.

(d) The directors of the Corporation shall be appointed by the Board of Directors of Volunteers of America of Florida, Inc., (the "Sponsoring Organization") and, at all times, be limited to individuals who are either board members of the Sponsoring Organization or nonboard members who have been appointed and approved by the Board of Directors of the Sponsoring Organization. In the event that a director of the Corporation ceases to be a board member of the Sponsoring Organization or if the aforesaid approval by such individual is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. Vacancies on the Board (whether by virtue of expiration of term, resignation, death or removal) shall be filled by appointment by the Board of Directors of the Sponsoring Organization.

(e) The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

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- (f) The annual meeting shall be held in June of each year.

ARTICLE VII

This Corporation is organized under a non-stock basis.

ARTICLE VIII

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development executed pursuant to Article IV hereof.

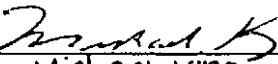
ARTICLE IX

Upon approval by the board of directors of Volunteers of America, Inc. and Volunteers of America of Florida, Inc., these Articles of Incorporation may be altered, amended, or repealed, and new articles may be adopted, by resolution adopted by majority vote of the voting directors then in office; provided, however, that, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written consent of the said Secretary.

ARTICLE X

The registered agent of this Corporation shall be Janet M. Stringfellow and the registered office of this Corporation shall be 405 Central Avenue, Suite 100, St. Petersburg, Florida 33701. This Corporation shall have the right to change such registered agent and registered office as provided by law.

MANATEE COUNTY VOA LIVING CENTER,
INC.

By: 
Name: Michael King
Its: President

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

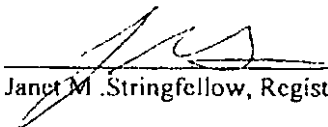
Manatee County VOA Living Center, Inc.

2. The name and address of the registered agent and office are:

**Janet M. Stringfellow
405 Central Avenue, Suite 100
St. Petersburg, FL 33701**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: December 15, 2017



Janet M. Stringfellow, Registered Agent

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