

1438760

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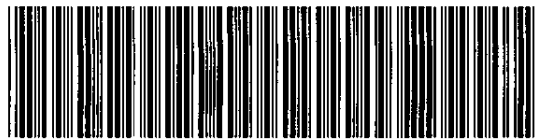
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2009 MAR 12 AM 8:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SO

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Collier County Housing Authority's Land Acquisition-New
Development, Inc.

DOCUMENT NUMBER: N38760

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

Please return all correspondence concerning this matter to the following:

Ms. Esmeralda Serrata

(Name of Contact Person)

Collier County Housing Authority

(Firm/ Company)

1800 Farm Worker Way

(Address)

Immokalee, Florida 34142

(City/ State and Zip Code)

For further information concerning this matter, please call:

Ms. Esmeralda Serrata

(Name of Contact Person)

at (239) 657-3649

(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Collier County Housing Authority's Land Acquisition-New Development, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N38760

(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:

N/A

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)

N/A

N/A

N/A

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

N/A

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:

N/A

New Registered Office Address:

N/A

(Florida street address)

N/A

(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.

N/A

Signature of New Registered Agent, if changing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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>
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	☐ Add ☐ Remove
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	☐ Add ☐ Remove
<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	☐ Add ☐ Remove

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

PLEASE SEE ATTACHED FULL AMENDED ARTICLES OF INCORPORATION. THE
AMENDED ARTICLES OF INCORPORATION ARE TO REPLACE THE PREVIOUSLY
FILED ARTICLES OF INCORPORATION.

The date of each amendment(s) adoption: 2-24-09

Effective date if applicable: UPON FILING
(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 2/24/09

Signature B. Barnhart
(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)

Bernardo Barnhart
(Typed or printed name of person signing)

President
(Title of person signing)

**THE AMENDED ARTICLES OF INCORPORATION
OF
COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW
DEVELOPMENT, INC.**

I, the undersigned, on behalf of *COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW DEVELOPMENT, INC.*, a Florida not for profit corporation, hereby file the following Amended 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 *COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW DEVELOPMENT, INC.*, 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 1800 Farm Worker Way, Immokalee, Florida 34142, and the registered agent of the Corporation at that address shall be Esmeralda Serrata.

The principal place of business and the mailing address of the Corporation shall be: *COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW DEVELOPMENT, INC.*, 1800 Farm Worker Way, Immokalee, Florida 34142.

ARTICLE III - PURPOSES AND POWERS

The general nature of the objects, purposes, powers and limitations of the Corporation shall be as follows:

(a) to assist in providing decent, safe and sanitary affordable housing opportunities to low and moderate income persons and/or families primarily located in, but not limited to, Collier County, Florida and the surrounding areas;

(b) to act as an instrumentality of the Collier County Housing Authority (hereinafter the "Authority") and engage in the buying and selling of real property and obtaining financing, both public and private for such transactions;

(c) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);

(d) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;

(e) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;

(f) no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and

empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

(g) notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ji) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

(h) the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;

(i) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

(j) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;

(k) the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and

(l) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

The Corporation shall have the power to:

(a) have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

(d) elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

(e) adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(g) conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

(h) purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(i) acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

(j) sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;

(n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(o) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not For Profit Corporation Act) which powers are included herein by reference.

ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

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, which currently consists of the following four (4) members:

NAME

Esmeralda Serrata
Secretary - Treasurer

Bernardo Barnhart
President

David Borden
Director

Steve Price
Vice-President

ADDRESS

1800 Farm Worker Way
Immokalee, Florida 34142

1800 Farm Worker Way
Immokalee, Florida 34142

1800 Farm Worker Way
Immokalee, Florida 34142

1800 Farm Worker Way
Immokalee, Florida 34142

The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than three (3). The manner of election shall be as provided by the bylaws.

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(S)

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

NAME

Esmeralda Serrata
Secretary - Treasurer

ADDRESS

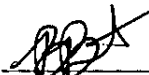
1800 Farm Worker Way
Immokalee, Florida 34142

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 (we) hereby set my (our) hand(s) and seal this 24th
day of February, 2009.

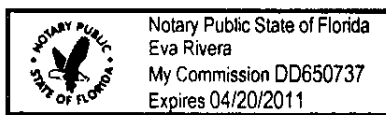
**COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW
DEVELOPMENT, INC.**

By: 

Bernardo Barnhart, President

**STATE OF FLORIDA
COUNTY OF COLLIER**

The foregoing instrument was acknowledged before me this 24th day of February, 2009, by Esmeralda Serrata, and he executed the foregoing Articles of Incorporation as Secretary - Treasurer of *COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW DEVELOPMENT, INC.*



Eva Rivera

Notary Public, State of Florida
Print, Type or Stamp Name

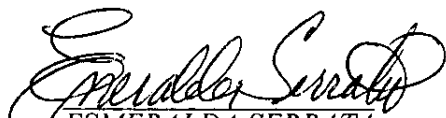
Personally Known ☒ Type of Identification Produced _____ Or Produced Identification _____

CERTIFICATE

That *COLLIER COUNTY HOUSING AUTHORITY'S LAND ACQUISITION - NEW DEVELOPMENT, INC.*, desiring to organize under the laws of the State of Florida, with its principal office at 1800 Farm Worker Way, City of Immokalee, County of Collier, State of Florida 34142, has named Esmeralda Serrata, located at 1800 Farm Worker Way, City of Immokalee, County of Collier, State of Florida 34142, 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.


ESMERALDA SERRATA