

02/19/2016

10336 Driver, McAfee, Peek &amp; Hawthorne

FAX 9043011279

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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ABILITY HOUSING OF NORTHEAST FLORIDA, INC.**

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SECRETARY OF STATE  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ABILITY HOUSING OF NORTHEAST FLORIDA, INC.**

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of Ability Housing of Northeast Florida, Inc., originally filed and effective on October 9, 1991, are hereby amended and restated in their entirety, pursuant to Section 617.1007, Florida Statutes, to read as follows:

**ARTICLE I – NAME** The name of this not-for-profit corporation is Ability Housing, Inc. (the "Corporation").

**ARTICLE II – ADDRESS** The principal place of business and mailing address of the Corporation is 76 South Laura Street, Suite 303, Jacksonville, Florida 32202.

**ARTICLE III – PURPOSES** The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, the Corporation is organized to develop, own and operate affordable housing; to address the redevelopment of disadvantaged communities; to support and coordinate programs for adults with disabilities and homeless persons; to facilitate the development of independent living skills and community inclusion of adults with disabilities; to solicit, receive, and disburse funds in support of its own and similar programs and organizations.

**ARTICLE IV – BOARD OF DIRECTORS** A Board of Directors shall exercise the powers of the Corporation. The number of directors of the Corporation shall be not less than seven (7) or more than sixteen (16) as determined from time to time by the Board of Directors. Directors shall be elected by the affirmative vote of a majority of the directors. The directors shall serve for such terms, and Board of Directors shall follow such procedures, as may be set forth in the bylaws. Subject to the limitations contained in the bylaws and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

**ARTICLE V – CORPORATE POWER LIMITATIONS** Notwithstanding the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided,

Prepared by:  
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(c) however, 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 in these Amended and Restated Articles of Incorporation; and

(d) 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.

**ARTICLE VI – REGISTERED OFFICE AND AGENT** The Corporation hereby (a) designates 76 South Laura Street, Suite 303, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (b) names Shannon Nazworth as the Corporation's registered agent at that address to accept service of process within the State of Florida.

**ARTICLE VII – MEMBERS** The Corporation shall have no members.

**ARTICLE VIII – LIQUIDATION AND DISSOLUTION** Upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Amended and Restated Articles of Incorporation, including a distribution to a government entity or an organization described in Section 501(c)(3) of the Code. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

**ARTICLE IX – AMENDMENTS TO THE ARTICLES** Amendments of these Amended and Restated Articles of Incorporations may be adopted by vote of two-thirds (2/3) of a quorum of the Board of Directors of the Corporation.

#### **ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Corporation's Board of Directors in accordance with Section 617.1006(4), Florida Statutes, on February 12, 2016. The number of votes cast by the directors for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

**IN WITNESS THEREOF**, the undersigned has hereto subscribed his name this 12<sup>th</sup> day of February, 2016.

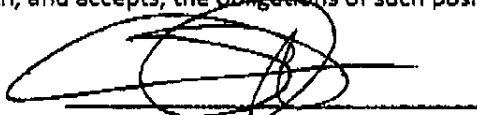
By:   
Greg Matovina, President

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby (a) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of Chapter 617, Florida Statutes, and (b) acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

Dated: February 12, 2016

  
Shannon Nazworth