

N49230

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January 4, 1999

Department of State
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

800002733908--6
-01/07/99--01103--003
*****35.00 *****35.00

**Re: Amendment to Articles of Incorporation;
CPJ Housing, Inc., a not for profit corporation**

Dear Sir or Madam:

Enclosed please find amended and restated Articles of Incorporation for CPJ Housing, Inc., a not for profit corporation, along with a firm check in the amount of \$35.00 a payment in full of the amendment filing fee.

Please return proof of filing to my attention. Thank you.

CORBIN AND DUVALL

John E. Duvall

FILED
99 JAN 25 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JED/

Enclosure

CC: Holly C. Johnson
President and Chief Executive Officer
Cerebral Palsy of Northeast Florida, Inc.
3311 Beach Boulevard
Jacksonville, Florida 32207

Amended & Restated art.

VS JAN 27 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 14, 1999

JOHN E. DUVALL
POST OFFICE BOX 41566
JACKSONVILLE, FL 32203

SUBJECT: CPJ HOUSING, INC.
Ref. Number: N49230

RECEIVED
JAN 18 1999

CORBIN & DUVALL
Attorneys at Law

We have received your document for CPJ HOUSING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

The registered agent must be a specific person (listing his or her name) or an active corporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 199A00001882

*Rec'd 1/25
Div. of Corp.*

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January 19, 1999

Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

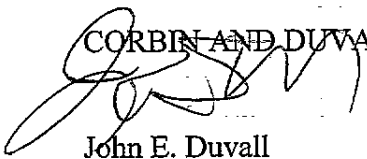
**Re: Amendment to Articles of Incorporation;
CPJ Housing, Inc., a not for profit corporation;
Ref. Number N49230**

Dear Ms. Shepard:

In response to your letter number 199A00001882, dated January 14, 1999 (a copy of which is attached), enclosed please find redrafted Amended and Restated Articles of Incorporation for CPJ Housing, Inc., a not for profit corporation, along with a Certificate of Designation of Registered Agent/Registered Office for the corporation. We have attempted to respond to each item stated in your letter. Hopefully, the Amended and Restated Articles may now be filed. We previously forwarded to your office a firm check in the amount of \$35.00 a payment in full of the amendment filing fee.

Please return proof of filing to my attention. Thank you.

CORBIN AND DUVALL


John E. Duvall

JED/
Enclosures

cc: Holly C. Johnson
President and Chief Executive Officer
Cerebral Palsy of Northeast Florida, Inc.
3311 Beach Boulevard
Jacksonville, Florida 32207

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF CPJ HOUSING, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
99 JAN 25 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0901, Florida Statutes (1997), this Amendment, Adoption, and Restatement of the Articles of Incorporation for CPJ Housing, Inc., a Florida Not For Profit Corporation, was adopted by resolution of the Directors of this Corporation, pursuant to Section 617.1001, 617.1002, and 617.1007, Florida Statutes (1997), to amend Articles V, VI and X of its original Articles of Incorporation, and to reincorporate the Corporation, as follows:

"ARTICLE V – DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation or the winding up of its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to Cerebral Palsy of Jacksonville^{1/} **Northeast Florida, Inc.** if such corporation is then in existence, is exempt from Federal Income Tax under Section 501(c)(3) of the Code, and is then being operated for nonprofit purposes similar to those of this Corporation; or if not, then at the direction of the then Directors of this Corporation, to such other organization or organizations that are exempt from Federal Income Tax under Section 501(c)(3) of the Code and that are created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: PROVIDED, however, that the Corporation shall at all times have the power to convey any and all of its property to the Secretary of Housing and Urban Development.

ARTICLE VI – DIRECTORS AND THE MANNER OF THEIR ELECTION

There shall be not less than seven nor more than fifteen directors of this Corporation the members of the Board of Directors shall include the ~~Chairman~~ of the Board and President ~~Treasurer, Secretary and Vice President~~ of Cerebral Palsy of Jacksonville **Northeast Florida, Inc.** ~~the "CPJ Executive Board")~~, in addition to ~~two members of the board of directors of Cerebral Palsy of Jacksonville, Inc. who are elected as Directors of this Corporation by the Executive Board to serve for terms having the same duration as their term as a director of Cerebral Palsy of Jacksonville, Inc. If a Director ceases to be a member of the CPJ Executive Board or a director of Cerebral Palsy of Jacksonville, Inc., the such Director shall no longer be a Director of this Corporation.~~ In the event of a vacancy on the Board of Directors of this Corporation, the remaining Directors shall elect a successor to fill such vacancy. ~~from among persons who are then members of the board of directors of Cerebral Palsy of Jacksonville, Inc.~~ **No more than 49% of the membership of the Directors of this Corporation shall be Directors of Cerebral Palsy of Northeast Florida, Inc.** The Directors of this Corporation shall meet annually in the month of December to elect Directors and Officers of the Corporation.

^{1/} Deletions are indicating by strike through, new text is indicated by boldface type.

ARTICLE X - ~~INITIAL~~ REGISTERED AGENT AND STREET ADDRESS

~~The name and the street address of the initial registered agent is Smith, Hulsey & Busey, 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32202. The~~ registered agent shall be the President of Cerebral Palsy of Northeast Florida, Inc., and the registered office shall be located as 3311 Beach Boulevard, Jacksonville, Florida 32207-3893."

There are no other amendments to the Articles of Incorporation, except as stated above.

b. The members of this Corporation were entitled to vote on this Amendment, Adoption, and Restatement and the number of votes cast for the Amendment, Adoption, and Restatement was sufficient for approval by the members.

c. The restated Articles of Incorporation, as set forth below, supercede the original Articles of Incorporation.

d. Members of the Corporation have approved the Amendment, Adoption, and Restatement of the Articles of Incorporation, as follows:

The following is a restatement of the Articles of Incorporation of CPJ Housing, Inc., a Florida Not For Profit Corporation as amended by the Board of Directors on October 5, 1998. The Corporation was first created pursuant to Florida law on June 2, 1992. The Corporation's original Articles of Incorporation were first filed with the Secretary of the State of Florida on June 4, 1992. No other amendments to the Articles of Incorporation have been filed with the Secretary of State.

As hereby further amended, adopted and restated, the Articles of Incorporation of this Corporation shall now read:

ARTICLE I - NAME

The name of the corporation shall be CPJ HOUSING, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 3311 Beach Boulevard, Jacksonville, Florida 32207-3893.

ARTICLE III - PURPOSES

The specific purposes for which this corporation is organized are:

(a) To exist and operate solely for scientific, educational and charitable purposes within the meaning of Section 501(c)(III) of the Code, and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual.

(b) To operate without regard to race, creed, age, sex, religion or national origin.

(c) To provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological need, and to promote their health, security, happiness, and youthfulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(d) To carry out its functions such that no substantial part of its Corporation's activities shall be the carrying of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV – POWERS

This Corporation shall have the following powers:

(a) To have and exercise all powers of any corporation not for profit as the same now exists, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

(b) 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 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

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

(d) To do and perform all acts 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 202 or 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.

(e) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(III) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE V – DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation or the winding up of its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to Cerebral Palsy of Northeast Florida, Inc. if such corporation is then in existence, is exempt from Federal Income Tax under Section 501(c)(3) of the Code, and is then being operated for nonprofit purposes similar to those of this Corporation; or if not, then at the direction of the then Directors of this Corporation, to such other organization or organizations that are exempt from Federal Income Tax under Section 501(c)(3) of the Code and that are created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: PROVIDED, however, that the Corporation shall at all times have the power to convey any and all of its property to the Secretary of Housing and Urban Development.

ARTICLE VI – DIRECTORS AND THE MANNER OF THEIR ELECTION

There shall be not less than seven nor more than fifteen Directors of this Corporation the members of the Board of Directors shall include the Chair of the Board and President of Cerebral Palsy of Jacksonville Northeast Florida, Inc. In the event of a vacancy on the Board of Directors of this Corporation, the remaining Directors shall elect a successor to fill such vacancy. No more than 49% of the membership of the Directors of this Corporation shall be Directors of Cerebral Palsy of Northeast Florida, Inc. The Directors of this Corporation shall meet annually in the month of December to elect Directors and officers of the Corporation.

ARTICLE VII – MEMBERS

The members of this Corporation shall be the Directors.

ARTICLE VIII - BYLAWS

The Directors of this Corporation may adopt bylaws at any regular meeting or at any special meeting called for that purpose, so long as such bylaws are not inconsistent with the provisions of these articles or of the regulatory agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

ARTICLE IX - LIMITATION ON AMENDMENTS

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

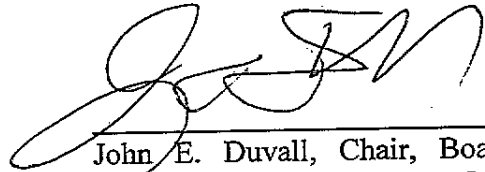
ARTICLE X - REGISTERED AGENT AND STREET ADDRESS

The registered agent shall be the President of Cerebral Palsy of Northeast Florida, Inc., Holly C. Johnson, and the registered office shall be located as 3311 Beach Boulevard, Jacksonville, Florida 32207-3893.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Dennis L. Blackburn, 1111 River Oaks Road, Jacksonville, Florida 32207.

Dated this 5th day of October, 1998.



John E. Duvall, Chair, Board of
Directors, CPJ Housing, Inc., a
Florida Not For Profit Corporation.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes (1997), 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 CPJ Housing, Inc.
2. The name and address of the registered agent and office is Holly C. Johnson, 3311 Beach Boulevard, Jacksonville, Florida 32207-3893.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THAT 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.

By Holly C Johnson
Holly C. Johnson
3311 Beach Boulevard
Jacksonville, Florida 32207-3893

Date 1/20/99