

N49230

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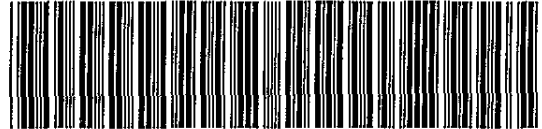
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SECRETARY OF STATE
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LAW OFFICES

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

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December 1, 2003

JOHN E. DUVALL
(904) 357-2003
jduvall@fordharrison.com

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

**Re: CPJ Housing, Inc., a Florida Not For Profit Corporation;
Document Number N49230; Amendments to Articles of
Incorporation, Including Name Change, and Statement of
Change Of Registered Agent and Registered Office**

Dear Sir or Madam:

Enclosed for filing please find the Articles of Amendment to the Articles of Incorporation of CPJ Housing, Inc., a Florida Not For Profit Corporation. Among other things, the Articles of Amendment change the name of the Corporation to St. Nicholas Place, Inc. Also enclosed please find a Statement of Change of Registered Agent and Registered Office submitted on behalf of the Corporation. Accordingly, enclosed please find a firm check in the amount of seventy-eight dollars and seventy-five cents (\$78.75) made payable to the Department of State as the filing fee for the Articles of Amendment (\$35.00); the filing fee for the Statement of Change of Registered Agent and Registered Office (\$35.00); and, payment for one certified copy of the filed Articles of Amendment (\$8.75).

If there are any questions at all concerning the Amendments to the Articles of Incorporation or the Statement of Change of Registered Agent and Registered Office, please let the undersigned know immediately.

Department of State
Page 2

December 1, 2003

Sincerely,

FORD & HARRISON LLP

A handwritten signature in black ink, appearing to read 'John E. Duvall', is written over the typed name.

John E. Duvall

JED/jlm

Enclosures as indicated

cc: Dan W. DeFoor (with enclosures)
Chairman Board of Directors
CPJ Housing, Inc.
2418 Schumacher Avenue
Jacksonville, Florida 32207

Jacksonville:19164.1

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CPJ HOUSING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the Florida Not for Profit Corporation is presently CPJ Housing, Inc., having first filed its Articles of Incorporation on June 4, 1992, and having thereafter amended and restated its Articles of Incorporation on January 25, 1999, under Document Number N49230.

SECOND: Pursuant to Section 617.1006, Florida Statutes, the Articles of Incorporation are hereby amended to read as follows:

ARTICLE I: - NAME: The name of the corporation shall be CPJ HOUSING, INC. St. Nicholas Place, 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, 2418 Schumacher Avenue, 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~~ of this 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 ~~exists~~ 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, 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 X - REGISTERED AGENT AND STREET ADDRESS: The registered agent shall be the President of Cerebral Palsy of Northeast Florida, Inc., Holly C. Johnson, John E. Duvall, Esquire and the registered office shall be located as 3311 Beach Boulevard, at 225 Water Street, Suite 710, Jacksonville, Florida 322072.

FIFTH: the Board of Directors of the Corporation adopted the foregoing Amendment to the Articles of Incorporation of the Corporation on September 2, 2003. The number of votes cast in support of the Amendment to the Articles of Incorporation by the members of the Corporation who were entitled to vote on this Amendment was sufficient for approval.

SIXTH: This Amendment to the Articles of Incorporation shall be effective upon its filing with the Department of State.

DATED: December __, 2003.

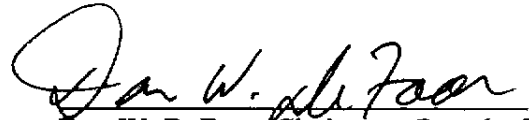
AFFIDAVIT OF ACKNOWLEDGEMENT

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

Before me, the undersigned authority, personally appeared Dan W. DeFoor, Chairman of the Board of Directors of CPJ Housing, Inc., a Florida not for profit corporation, who first being duly sworn, stated:

1. The foregoing Articles of Amendment of the Articles of Incorporation of CPJ Housing, Inc. was duly approved by the Board of Directors of the Corporation at a meeting held on September 2, 2003, which meeting was called for that and other purposes, and at which a majority of the quorum of the Directors then present voted in favor of the adoption of said Articles of Amendment of the Articles of Incorporation.

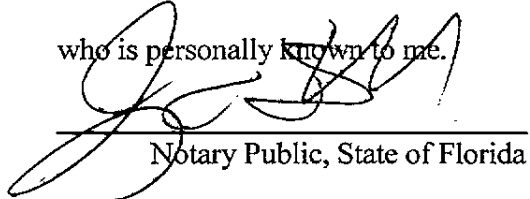
2. Affiant acknowledges that he has executed the foregoing instrument in his official capacity aforesaid, as the act and deed of said Corporation, being duly authorized by the Corporation to so act.



Dan W. DeFoor, Chairman, Board of
Directors, CPJ Housing, Inc., a
Florida Not For Profit Corporation.

STATE OF FLORIDA)
) ss.:
COUNTY OF DUVAL)

Sworn and subscribed before me this 15 day of December, 2003, by Dan W. DeFoor,
who is personally known to me.


Notary Public, State of Florida

John E. Duvall
MY COMMISSION # DD137774 EXPIRES
August 20, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

Jacksonville:19151.1