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HABITAT FOR HUMANITY OF KEY WEST AND LOWER

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

HABITAT FOR HUMANITY OF KEY WEST AND LOWER FLORIDA KEYS, INC.

The undersigned, acting as directors of a corporation under the Florida Not for Profit Corporation Act, adopt the following amended and restated articles of incorporation for such corporation:

I. NAME

The name of this corporation shall be HABITAT FOR HUMANITY OF KEY WEST AND LOWER FLORIDA KEYS, INC., sometimes hereinafter referred to as the "Corporation" and its principal place of business and offices shall be 30320 Overseas Highway, Big Pine Key, Florida 33043.

II. PURPOSES

1. The purposes for which the Corporation is formed are exclusively charitable.
 - a. The specific and primary purposes are:
 - i. To provide opportunities for low and moderate income people to secure housing that is decent and affordable and that is controlled by the residents on a long-term basis.
 - ii. To preserve the quality and affordability of housing for future low and moderate income residents of the community.
 - iii. To combat community deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for low income residents of these neighborhoods; by making land available for projects; and by assisting residents of these neighborhoods in improving the safety and well-being of their community.
 - iv. To protect the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the community.
 - b. In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the following powers, in addition to any others set forth in Section 617.0302, F.S., not in conflict with the foregoing primary purposes and the limitations set forth in Article III, below:
 - i. To purchase, receive, take by grant, gift, devise, bequest or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;
 - ii. To sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage or pledge, or create any security interest in, all of any of its property, or any interest therein, wherever situated, except as such activities are restricted under these Articles;
 - iii. To raise or solicit funds for the furtherance of its charitable purposes;
 - iv. To do such things as are incidental to the foregoing purposes and powers.
2. Any land acquired by the Corporation shall be held for the benefit of the local community and

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the Corporation in accordance with the corporate purposes.

a. Land held by the Corporation may be leased to persons, households, and other entities for such uses, and on such terms, as are consistent with the purposes of the Corporation, the Articles of Incorporation, and the Bylaws.

b. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors and where appropriate, the consent of any persons to whom the land in questioned is leased.

c. Land shall not be sold by the Corporation except in extraordinary circumstances when such sale is considered a necessary means of achieving the purposes of the Corporation. No land shall be sold without the approval of at least a majority of the Board of Directors attending a Board meeting at which there is a quorum.

3. Because it is the purpose of the Corporation to assure the continued affordability of housing and other improvements on the Corporation's land for low and moderate income people in the future, the Corporation shall establish the terms of any land lease issued by the Corporation, and endeavor to provide for the perpetual preservation of the affordability of housing and other facilities on the land for low and moderate income people. For the purpose of preserving affordability, the Board of Directors of the Corporation shall adopt, in accordance with the Bylaws, a resale formula, which shall determine the price at which the Corporation will have the option to purchase housing or other improvements from lessees upon the termination of a ground lease. Provision of such an option, including the "resale formula" thus adopted, shall be included in all land leases issued by the Corporation. To the extent possible, the "resale formula" shall:

a. Allow the lessees from whom the property is purchased to receive a price that fairly represents the value that the lessees have invested in that Property, other than improvements thereto; and

b. Limit the price of the property to an amount that will be affordable for other low and moderate income people.

III. INTERNAL REVENUE CODE PROVISIONS

Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the United States Internal Revenue Code of 1986 (formerly known as the Internal Revenue Code of 1954), as the same may be amended from time to time. Accordingly, the Corporation shall not carry on any activities or have or exercise any powers not permitted to be carried on or exercised (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended. It is the intention of the Corporation to qualify and remain qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Accordingly:

1. No part of the net earnings of the Corporation shall inure to the benefit of any individual, or be distributed contrary to the limitations set forth in Section 617.0505, F.S., except 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 herein.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office.

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- 3. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purposes 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 Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of as required by law, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes. However, with respect to any real property assets or interests of the Corporation in real property which in whole or in part was provided or financed by Monroe County, Florida, or any of its political subdivisions or agencies, the Corporation shall be obligated to first offer to transfer such property or interests to such governmental authorities or their designees where such designees otherwise qualify under this paragraph and are involved in providing affordable housing opportunities.
- 4. In the event that in any year the Corporation qualifies as a "private foundation," as that term is defined in Section 509 of the Internal Revenue Code of 1986, as amended:
 - a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code, and;
 - b. The Corporation shall not:
 - i. engage in any act of self-dealing as defined in Section 4941(d) of said Code;
 - ii. retain any excess business holdings as defined in Section 4943(d) of said Code;
 - iii. make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code;
 - iv. make any taxable expenditures as defined in Section 4945 of said Code.

IV. MEMBERS

Membership in the Corporation, if any, shall be in accordance with the Bylaws.

V. REGISTERED AGENT

ROBERT CALHOUN is hereby designated registered agent of the Corporation upon whom service of process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation is:

ROBERT CALHOUN, 30320 Overseas Highway, Big Pine Key, Florida 33043.

VI. OFFICE LOCATION

The principal office of the Corporation shall be 30320 Overseas Highway, Big Pine Key, Florida 33043.

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VII. BOARD OF DIRECTORS

The names and addresses of the persons constituting the Board of Directors who shall hold office as prescribed in the By-Laws, are as follows:

Director	Anna Symington - 300 Southard Street Suites 201-202 Key West, FL 33040
Director	Mark Moss - P.O. Box 4560 Key West, FL 33041
Director	David Kothagen - 2778 N. Roosevelt Blvd. Key West, FL 33042
Director	Bill Braden - P.O. Box 420246 Summerland Key, FL 33042
Director	Sherry Orr - 22822 Buccanear Lane, Cudjoe Key, FL 33042
Director	Rev. Jack Clark - 30730 Watson Blvd. Big Pine Key, FL 33043
Director	Tevis Wernicoff - 1209 Georgia St., Key West, FL 33040
Director	Owen Trepanier - 1026 Thomas St., Key West, FL 33040
Director	Gary Walwer - P.O. Box 1583, Key West, FL 33041
Director	Toni Smith - 30515 Overseas Highway, Big Pine Key, FL 33043
Director	Laird Ueberroth - 1729 Seminary St., Key West, FL 33040

VIII. CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

IX. BY-LAWS

The Board of Directors shall adopt Bylaws consistent with these Articles, as amended, and may alter, amend or rescind one or more Bylaws in the manner provided in the Bylaws or the Articles.

X. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by an affirmative vote of by a majority vote of the Board of Directors at a meeting at which there is a quorum, or by a majority vote of the Membership, if applicable, at an appropriate meeting at which there is a quorum. Any provision of or any language contained in these Articles or in the Bylaws shall automatically be subordinated to or suspended in its operation the extent it is contrary to or shall violate any tax, financing, grant or other lawful corporate obligation, until such time as the Board of Directors may otherwise resolve such conflict.

XI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation hereby agrees to indemnify any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or Officer of the Corporation, or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

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2. By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Corporation, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court, administrative agency, or investigative board before such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
3. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
4. The foregoing rights of indemnification shall not be deemed to limit in any way, the powers of the Corporation to indemnify under applicable law.

XII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract, or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction:
2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

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XIII. REGISTERED AGENT ACKNOWLEDGMENT

The initial registered agent shall be Robert Calhoun, whose address is 30320 Overseas Highway, Big Pine Key, Florida 33043.

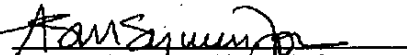
ACKNOWLEDGEMENT AND ACCEPTANCE BY REGISTERED AGENT:

I am familiar with and hereby accept the duties and responsibilities as Registered Agent.



ROBERT CALHOUN, Registered Agent

IN WITNESS WHEREOF, the undersigned President and Director has hereto set my hand this 25th day of May, 2007. I certify that these amended and restated articles were adopted by the board of directors by unanimous written consent obtained in accordance with Section 617.0821, F.S., on May 25, 2007, and no member action was required.



Anna Symington, President and Director
300 Southard Street Suites 201-202
Key West, FL 33040

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