

N94000002641



ACCOUNT NO. : 072100000032

REFERENCE : 537679 81624A

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pizzuto
Amended &
Restated
Articles

ORDER DATE : September 22, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 537679-005

CUSTOMER NO: 81624A

800002299616--3

CUSTOMER: Lourdes Nicola, Legal Asst
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: GLADES PIONEER, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT,
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

9/23/97
DD
DD
DD
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FILED
97 SEP 22 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP 22 PM 11:22

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLADES PIONEERS INC.
(A Florida not for profit corporation)**

97 SEP 22 PM 12:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLADES PIONEERS INC., a Florida not for profit corporation ("The Corporation"), having its principal office at 601 Covenant Drive, Belle Glade, Florida, and originally incorporated under the aforesaid name on May 24, 1994, hereby certifies to the Department of State that:

FIRST: The following Amended and Restated Articles of Incorporation were duly adopted by a meeting of the Board of Directors duly convened on September 19, 1997, at which a majority was present and duly adopted these Amended and Restated Articles of Incorporation, which is the only requirement to amend and restate these Articles of Incorporation pursuant to the authority and provisions of the Florida Statutes and the existing Articles and Bylaws of Glades Pioneer, Inc., a Florida not for profit corporation. Further, these Amended and Restated Articles of Incorporation shall be effective as of September 19, 1997. There are no members.

BE IT RESOLVED, that the Articles of Incorporation of Glades Pioneer, Inc., a Florida not for profit corporation, are hereby amended and restated by striking in their entirety Articles ONE through SEVENTEEN inclusive and by substituting the following in lieu thereof:

ARTICLE I

(A) The name of the corporation is Glades Pioneers Inc., a Florida not for profit corporation.

(B) The existence of the corporation shall be perpetual and shall commence its existence on the date of filing and assignment of charter number.

(C) The principal office of the corporation will be located at 601 Covenant Dr., Belle Glade, Florida.

(D) The resident agent of the corporation is John Brown, whose post office address is 601 Covenant Drive, Belle Glade, Florida.

ARTICLE II

(A) To provide elderly or disabled persons with housing facilities and services especially designed to meet their physical, social and psychological needs, and to promote their

health, security, happiness and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(B) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III

(A) To buy, own, sell, convey, 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 II hereof but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(B) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation, including the execution of a Regulatory Agreement with the Secretary of the Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the corporation to secure the benefits of capital advances and project rental assistance under Section 202. 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.

(C) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 in the purpose clause hereof. No substantial part of the activities of organization 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. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(D) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes; provided however, that the corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

ARTICLE IV

The number of directors of the corporation shall be no less than three (3) nor more than seven (7) and shall be elected by the members of the corporation from the membership. Only members of the corporation may sit as a director. The initial members and directors are set below:

<u>Name</u>	<u>Address</u>
Edna McClendon	601 Covenant Drive Belle Glade, FL
Pauline Lockett	601 Covenant Drive Belle Glade, FL
Dorothy Willford	601 Covenant Drive Belle Glade, FL

The directors shall serve without compensation.

Membership in the corporation shall, at all times, be limited to individuals who subscribe to the purposes of this corporation as contained herein.

The officers of this corporation as provided by the Bylaws of the corporation, shall be elected by the directors of the corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the corporation at the annual meeting for terms of one (1) year.

Where the term "Director" or "Directors" is used in connection with the governing Board of this corporation, it shall be interchangeable with the term "Trustee" or "Trustees" in connection with the governing Board of this corporation.

ARTICLE V

The affairs of the corporation shall be managed by the President, Vice-President, Secretary, and Treasurer, and such other officers as may from time to time be created by the Bylaws. The Secretary and Treasurer may be one and the same person and need not be a director of the corporation. Other officers must be directors of the corporation. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

Edna McClendon	President
Pauline Lockett	Vice President
Dorothy Willford	Secretary/Treasurer

ARTICLE VI

The annual meeting of the Board governing this corporation shall be held in accordance with the Bylaws.

ARTICLE VII

So long as the corporation is receiving benefits under Section 202, Section 8 or any other assistance under said National Housing Act, as amended, these Articles of Incorporation may not be amended without the prior written approval of the Secretary of Housing and Urban Development.

ARTICLE VIII

These Articles of Incorporation may be amended by a majority vote of the membership at any regular meeting, or any special meeting called for that purpose, after first giving at least ten (10) days notice to the membership, subject to the provision of Article VII herein.

ARTICLE IX

The Bylaws of the corporation shall be adopted by the Members and may be amended from time to time by a majority vote of the membership present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation or of the Regulatory Agreement between the corporation and the Secretary of Housing and Urban Development pursuant to Article III, C, hereof.

IN WITNESS WHEREOF, I have subscribed my name this 19 day
of September, 1997.

GLADES PIONEER, INC.
By: Juanita Malone
Juanita Malone, President

Attest: Dorothy J. Willford
~~Mary S. ...~~ Secretary
Dorothy Willford

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th
day of September, 1997, by ~~Mary S. ...~~ ^{Dorothy Willford} as Secretary/Treasurer of
GLADES PIONEERS, INC., a Florida not for profit corporation, on
behalf of the corporation. She is personally known to me or [
] has produced _____ as identification.

Diane L. Walker
NOTARY PUBLIC,
State of Florida

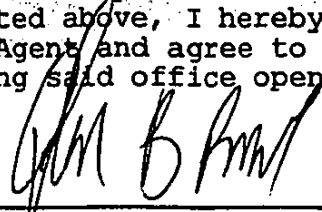
Print or Type Name

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



John Brown
Registered Agent

Dated: September 19, 1997

FILED
97 SEP 22 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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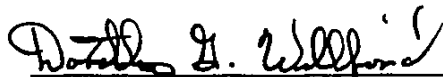
CERTIFICATION

I, the undersigned Secretary of GLADES PIONEERS INC., a Florida not for profit corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at the Board of Directors meeting of GLADES PIONEERS INC., a Florida not for profit corporation, duly called for and held on September 19, 1997, at which the majority of the Directors were present:

BE IT RESOLVED that the Articles of Incorporation be and are hereby amended to read as per Exhibit "A" attached hereto and made a part hereof.

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that therefore, said Resolution is still in full force and effect and that it is not in conflict with any of the provisions of the Charter or Bylaws governing the Corporation.

WITNESS my hand and seal this 19th day of September, 1997.


~~XXXXXXXXXXXXXXXXXXXX~~ Dorothy Willford
Secretary/Treasurer

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

19th The foregoing instrument was acknowledged before me this 19th day of September, 1997, by Dorothy Willford as ~~XXXXXXXXXXXXXXXXXXXX~~ as Secretary/Treasurer of GLADES PIONEERS INC., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or [] has produced _____ as identification.


NOTARY PUBLIC,
State of Florida

Print or Type Name

My Commission Expires:



Diane L. Walker
My Commission CC622110
Expires February 17, 2001

EXHIBIT "A"

The following articles are being amended from the existing Articles of Incorporation:

<u>Existing Articles</u>	<u>Amended and Restated Articles</u>
First	Renamed Article I(A)
Second	Renamed Article II(A) and (B)
Third	No change
Fourth	Amended
Fifth	Renamed Article III(C)
Sixth	Renamed Article I(B)
Seventh	Renamed Article IV and amended
Eighth	Renamed Article V
Ninth	Renamed Article V
Tenth	Renamed Article IX
Eleventh	Renamed Article VII
Twelfth	Deleted
Thirteenth	Deleted
Fourteenth	Renamed Article I(D) and amended
Fifteenth	Renamed Article II(A)
Sixteenth	Renamed Article II(B) and amended
Seventeenth	Renamed Article X and amended
_____	Article VI, new article
_____	Article VIII, new article