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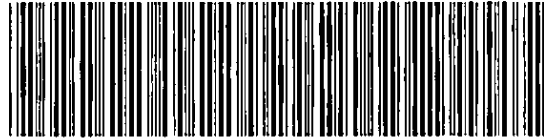
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C. BRUMBLEY  
JUL - 1 2022

# Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 06/30/2022

**\*\*WALK IN\*\***

ENTITY NAME GLADES PIONEERS, INC

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certified Copy of Arts & Amendments Complete File (Including Annual Reports)*

*Certificate of Status*

*Certificate of Status Reflecting: \_\_\_\_\_*

**\*\*APOSTILLE' / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$ 43.75

ACCOUNT # 120140000108  
United Corporate  
Services, Inc.

*Keith Leppard*

Please call Tina at the above number for any issues or concerns. Thank you so much!

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**GLADES PIONEERS, INC.**  
 (a not-for-profit corporation)

The undersigned member of the Board of Directors hereby submits these Amended and Restated Articles of Incorporation ("Articles") for the purpose of amending and restating the Articles of Incorporation of Glades Pioneers, Inc., a Florida not-for-profit corporation formed under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes ("Act"), and certifies as follows:

The original Articles of Incorporation of the Corporation (as defined below) were filed with the Florida Department of State on September 22, 1997 ("Original Articles"). These Articles shall supersede and replace the Original Articles in their entirety. The Board of Directors adopted these Articles on June 10, 2022. The Corporation does not have members.

ARTICLE I

- (A) The name of the corporation is "Calais Baton Rouge, Inc.," ("Corporation").
- (B) The existence of the Corporation shall be perpetual.
- (C) The principal office of the Corporation will be located at 795 Ridge Lake Blvd., Suite 300 / Memphis, TN 38120. The mailing address of the Corporation is 795 Ridge Lake Blvd., Suite 300 / Memphis, TN 38120.
- (D) The resident agent of the Corporation is Corporation Service Company whose post office address is 1201 Hays Street / Tallahassee, FL 32301.

ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially 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 provisions, maintenance, and operation thereof on a nonprofit basis.
- (b) 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 actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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 statement(s) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

### ARTICLE III

(a) 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 II 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.

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

(c) 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 or project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertaking 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.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV

The number of directors of the Corporation shall be no less than three (3) nor more than seven (7). Directors shall serve without compensation.

The Corporation shall not have members.

The officers of the Corporation shall be as provided in the Bylaws and shall be elected by the Board of Directors in the manner described in the Bylaws. The Board of Directors shall elect the officers 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 the Corporation, it shall be interchangeable with the term "Trustee" or "Trustees" in connection with the governing Board of the Corporation.

#### ARTICLE V

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

#### ARTICLE VI

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 VII

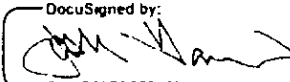
These Articles of Incorporation may be amended by the Board of Directors at any meeting called for that purpose, subject to provision of Article VII herein.

#### ARTICLE VIII

The Bylaws of the Corporation may be amended from time to time by the Board of Directors at any 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.

*[SIGNATURE PAGE FOLLOWS]*

WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 10 day of June, 2022.

DocuSigned by:  


6/10/2022

Name: Joshua Hammond

Title: President