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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PENINSULA HOUSING DEVELOPMENT INC. IX**

Pursuant to the provisions of Section 617.1002, Florida Statutes, Peninsula Housing Development Inc. IX, a Florida not for profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Peninsula Housing Development Inc. IX.
2. Article VI of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE VI

Bylaws of the Corporation may be adopted by the directors 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 or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof. If any of the provisions of these Articles or any of the terms of the Bylaws of the Corporation conflict with the terms of the note, mortgage, deed of trust or security deed, security agreement or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development (collectively, the "HUD Loan Documents"), the provisions of the HUD Loan Documents shall control."

3. Article XIV is hereby added to the Articles of Incorporation of the Corporation and reads as follows:

"ARTICLE XIV

(a) Unless the Corporation receives prior written consent from the U.S. Department of Housing and Urban Development ("HUD"), the Corporation shall be a single asset entity.

(b) So long as HUD or the Secretary of HUD is the insurer or holder of a note issued by the Corporation, no provisions required by HUD to be inserted into these Articles or into the Bylaws of the Corporation shall be amended without prior approval by HUD.

(c) No provision in these Articles or the Bylaws of the Corporation that results in any of the following shall have any force or effect without the prior written consent of HUD:

- (i) Any amendment that modifies the term of the Corporation;
- (ii) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member of the Corporation;
- (iii) Any amendment that in any way affects the HUD Loan Documents;

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(iv) Any amendment that would authorize any member of the Corporation other than the President to bind the Corporation for all matters concerning the project related to the HUD Loan Documents (the "Project") which require HUD's consent or approval;

(v) A change in the President of the Corporation;

(vi) Any change in a guarantor of any obligation of the Corporation to the Secretary of HUD.

(d) In order to secure a loan to be insured by HUD (the "HUD-Insured Loan"), the Corporation is authorized to execute in favor of HUD all of the following: a note, mortgage, and deed of trust or security deed. The Corporation is authorized to execute the Regulatory Agreement between the Secretary of HUD and the Corporation and any other documents required by the Secretary of HUD in connection with the HUD-Insured Loan.

(e) Any new member of the Corporation shall, as a condition of admission as a new member of the Corporation, agree to be bound by the HUD-Loan Documents and any other documents required by the Secretary of HUD in connection with the HUD-Insured Loan to the same extent and on the same terms as the existing members of the Corporation.

(f) The members, directors and officers and any assignee of a member of the Corporation shall be liable in their individual capacity to HUD for the following:

(i) Funds or property of the Project coming in its possession, which by the provisions of the Regulatory Agreement between the Corporation and the Secretary of HUD, the person or entity is not entitled to retain;

(ii) Its own acts and deeds, or acts and deeds of others which it has authorized, in violation of the provisions of the Regulatory Agreement between the Corporation and the Secretary of HUD;

(iii) The acts and deeds of affiliates, as defined in the Regulatory Agreement between the Corporation and the Secretary of HUD, which the person or entity has authorized in violation of the provisions of the Regulatory Agreement between the Corporation and the Secretary of HUD; and

(iv) as otherwise provided by law.

(g) The Corporation shall not voluntarily be dissolved or converted to another form of entity without the proper written approval of HUD.

(h) The Corporation does hereby designate Guarione M. Diaz as its official representative (the "Representative") for all matters concerning the Project which require HUD consent or approval. The signature of the Representative shall bind the Corporation on all such matters. The Corporation may from time to time appoint a new person to the position of Representative, but within three (3) business days of such appointment, the Corporation shall provide HUD with written notification of the name, address and telephone number of the person appointed as Representative. When a person other than the Representative has full or partial authority of

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management of the Project, the Corporation shall promptly provide HUD with the name of such person and the nature of such person's management authority."

3. The foregoing amendments were approved by the members of the Corporation by Unanimous Written Consent on August 20 2008; the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of Peninsula Housing Development Inc. IX hereby certifies that these Articles of Amendment to Articles of Incorporation were adopted by the Corporation on 20 day of August, 2008.

PENINSULA HOUSING DEVELOPMENT INC. IX



Guarione M. Diaz
President