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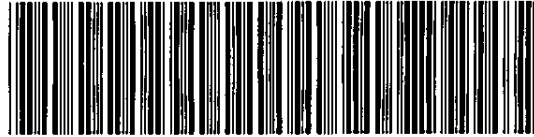
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6/6/16

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

C.A.U. CEDARS, INC

N95000004629

Signature _____

Requested by: BA

06/03/16

Name _____

Date _____

Time _____

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- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- Art. of Amend. File RESTATED
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- Cert. Copy _____
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- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
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- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF C.A.U. CEDARS, INC.

Pursuant to the provisions of §§ 617.1002(1)(b) and 617.1007, Florida Statutes, the undersigned, being the President of C.A.U. CEDARS, INC. (the "Corporation") does hereby execute, on behalf of the Corporation, the following Amended and Restated Articles of Incorporation, which were presented to and adopted by unanimous vote of the Corporation's board of directors (there are no members):

ARTICLE ONE

The Corporation hereby changes its name to NONPROFIT HOUSING PRESERVATION SB, INC. It is organized and incorporated under the Florida Not For Profit Act (§ 617.001 et seq., Florida Statutes), as a charitable organization the net earnings of which are devoted exclusively to the charitable purposes described in Article Three, below.

ARTICLE TWO

The Corporation is to have perpetual existence.

ARTICLE THREE

§3.01 The Corporation is organized as a non-profit, charitable organization that is authorized to engage in the following charitable purposes:

- A) any and all purposes permissible under Rev. Proc. 96-32, 1996-1 C.B. 717; any and all purposes permissible under Chapter 419, Florida Statutes and Chapter 420, Florida Statutes; any and all purposes permissible under Title 24 C.F.R. Part 92 (the HOME INVESTMENT PARTNERSHIPS PROGRAM); any and all purposes permissible under section 196.1978, Florida Statutes; and to assist in the provision of housing and related services on a not-for-profit basis that is acceptable to federal and state agencies and financial institutions as a sponsor of low-income housing;
- B) the promotion, facilitation, assistance and financing the creation

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of affordable housing for sale or rent in the State of Florida and to assist local governments in carrying out effective community development and project planning and design activities to revitalize existing communities, expand economic development and employment opportunities, improve housing conditions and expand housing opportunities to persons and families meeting the safe harbor guidelines of Rev. Proc. 96-32, the purposes of Fla.Stat. Chapters 419 and 420, and all purposes permissible under Title 24 C.F.R. Part 92, and otherwise providing safe, sanitary and affordable housing opportunities to persons of low and moderate income, as outlined in the Florida Small Cities Community Development Block Grant Program Act (constituting Fla.Stat. §§ 290.0401 - 290.049) and other statutes and programs listed below. It shall also serve as a catalyst for community action, a conduit for funds and an advocate for people who desire better and affordable housing but who are not organized for such purposes. The Corporation shall also be authorized to engage in such other business activities as may be necessary or permissible in furtherance of or to carry out the foregoing purposes. However, it is not a primary purpose of the Corporation to be a builder, developer, or real estate management firm. In order to facilitate the ends and purposes described in paragraphs A and B of this Article III, the Corporation may elect to obtain the following certifications:

- a "community development corporation" under the Florida Small Cities Community Development Block Grant Program Act;
- a "local development corporation" as defined in the Community Block Grant regulations contained in Title 24 C.F.R. §570.204(C)(3);
- a conduit for Small Business Administration funds pursuant to section 301(d) of the Small Business Investment Act of 1958, as amended;
- a "community housing development organization" under

the Home Investments Partnership Program (Title 24 CFR Part 92);

- a "community-based organization" or a "neighborhood housing services corporation" under chapter 420 parts IV, V, VI and VII, Florida Statutes;

§ 3.02 The Corporation shall also be authorized to engage in such other business activities as may be incidental to the foregoing purposes or as may be necessary or permissible for its operation; provided that if any such activity consists of a transaction that requires a contribution of money or other property, or the provision of a guarantee or indemnity by TPI or NHP (or an affiliate of TPI or NHP) of the Corporation's obligation thereunder, then the written consent of the party asked to provide such money, other property, guarantee or indemnity shall be required.

ARTICLE FOUR

§4.01 The Corporation shall be organized on a non-stock basis pursuant to chapter 617, Fla. Stat. The Corporation shall not have members. The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. All members of the Corporation's Board of Directors serving as such prior to the time of signing of these amended and restated articles of incorporation shall have adopted these Amended and Restated Articles of Incorporation, and appointed a new slate of members (as identified in Article Seven below). After adopting these Amended and Restated Articles of Incorporation and appointing the new slate of members, all members of the Corporation's Board of Directors serving as such prior to the time of signing of these amended and restated articles of incorporation shall have resigned prior to the filing of these amended and restated articles of incorporation with the Florida Division of Corporations. From and after the time of filing of these amended and restated articles of incorporation, the total number of directors shall be three (3), with The Partnership, Inc., a Florida nonprofit 501(c)(3) corporation ("TPI") having the power and authority to nominate and appoint two members of the Board of Directors and The NHP Foundation, a foreign nonprofit 501(c)(3) corporation ("NHP") having the power and authority to nominate and appoint one member of the Board of Directors. In the event that the Board of Directors shall at any time thereafter decide to increase or change the total number of directors, TPI

shall always have the power to nominate and appoint two thirds ($\frac{2}{3}$) of the members of the Corporation's Board of Directors and NHP shall have the power to nominate and appoint one third ($\frac{1}{3}$) of the members of the Corporation's Board of Directors, with the number of directors always being multiples of 3.

§4.02 Subject to any limitations contained within these Amended and Restated Articles of Incorporation, any action required or permitted to be taken by the members of a corporation under any provision of law shall be taken by the Board of Directors, and may be taken without a meeting or notice thereof if all persons then serving on the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors of the Corporation, and any such written action shall have the same force and effect as if taken upon a vote of the board of directors at a regular or special meeting thereof. Any certificate or other document filed under any provision of law which relates to action taken as provided in this paragraph shall state that the action was taken by unanimous written consent of the board of directors of the Corporation without a meeting and that these Articles of Incorporation and the bylaws of the Corporation authorize the members to so act. Such a statement shall be prima facia evidence of such authority.

§4.03 NHP covenants and agrees to indemnify and save harmless TPI and its subsidiaries, members, officers, directors, employees, attorneys, agents and representatives (such parties collectively referred to herein as the "TPI Indemnified Parties"), effective as of and at all times after the date of filing of these Amended and Restated Articles of Incorporation, from and against any claims, demands, actions, causes of action, damages, losses, reasonable costs, liabilities or reasonable expenses (including, without limitation, the reasonable disbursements, expenses and fees of their respective attorneys) (hereinafter called "Claims") which may be made or brought against any of the TPI Indemnified Parties, or which any of the TPI Indemnified Parties may suffer or incur, as a result of or arising out of (a) any Federal, state or local tax liability incurred by the Corporation for any period on or prior to the date of filing of these Amended and Restated Articles of Incorporation, or (b) the conduct of the businesses of the Corporation at any time prior to the date of filing of these Amended and Restated Articles of Incorporation.

ARTICLE FIVE

The street address of the initial principal place of business and mailing address

of this Corporation is 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404.

ARTICLE SIX

The name and street address of the initial Registered Agent for this Corporation to accept service of process within the State of Florida is The Partnership, Inc., 2001 W. Blue Heron Blvd., Riviera Beach, Florida 33404.

ARTICLE SEVEN

§7.01 The names and addresses of the board of directors at the time of filing of these amended and restated articles of incorporation is as follows:

John Corbett	Hugh Jacobs	Richard F. Burns
2001 W. Blue Heron Blvd.	2001 W. Blue Heron Blvd.	122 E. 22 nd St., Suite 3500
Riviera Beach, Fl 33404.	Riviera Beach, Florida 33404.	New York, NY 10168

Subject to Article Four above, the Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

§7.02 The Board of Directors shall elect officers of the Corporation to hold the offices specified in the bylaws, which officers shall have the powers and duties set forth in the bylaws. The initial president & CEO of the Corporation shall be John Corbett. All other officers shall be elected at the annual meeting of directors and shall serve until their successors in office are elected and qualify.

ARTICLE EIGHT

§8.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to officers and employees for services rendered to or in behalf of the Corporation; provided that the approval of such compensation shall require the unanimous consent, or the unanimous vote, of the Board of Directors.

§8.02 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization described in either §501(c)(3) of the Internal Revenue

Code of 1986, as amended (the "Code") or §501(c)(10) of the Code and exempt from federal income taxation under §501(a) of the Code (such an organization hereinafter referred to as an "Exempt Organization").

§8.03 The property of this Corporation, whether tangible or intangible, real or personal, is hereby dedicated exclusively to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private individual.

§8.04 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 by distributing sixty percent (60%) of the same to TPI and forty percent (40%) of the same to NHP. If either TPI or NHP is no longer in existence at the time (if any) of dissolution of the Corporation, 60% of the net assets of the Corporation at the time of dissolution (in the case of TPI's non-existence) or 40% of the net assets of the Corporation at the time of dissolution (in the case of nonexistence of NHP) shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, literary or fraternal purposes as shall qualify as an Exempt Organization, as the Board of Directors may determine in its discretion. Any assets of the Corporation not so disposed of shall be disposed of by any court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations organized and operated exclusively for such purposes as such court shall determine.

ARTICLE NINE

§9.01 Subject to Article Four above, these Articles of Incorporation may amended by resolution of the directors proposed and adopted at a duly called meeting thereof or as otherwise provided by law; provided that these Articles may only be amended by the unanimous consent or unanimous vote of the Board of Directors.

§9.02 Subject to Article Four above, the bylaws of the Corporation may be altered, rescinded, added to or amended, and new bylaws may be adopted, by following the procedures therefor specified in the bylaws of the Corporation; provided that the Bylaws of the Corporation may only be amended by the unanimous

consent or unanimous vote of the Board of Directors.

ARTICLE TEN

The effective date of this Corporation shall be the filing date of these Amended and Restated Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the foregoing amended and restated articles of incorporation are signed by the President & CEO pursuant to section 617.01201(6)(a), Florida Statutes, who hereby certifies that (a) there are no members of this Corporation and, instead, the powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons; (b) the members of the Corporation's Board of Directors serving as such prior to the time of signing of these amended and restated articles of incorporation have resigned, and the new slate of members of the Corporation's Board of Directors (as identified in Article Seven above) have been appointed in accordance with Article Four above; and (c) these amended and restated articles of incorporation were presented to and adopted by the affirmative vote of the members of the Corporation's Board of Directors serving as such prior to the time of signing of these amended and restated articles of incorporation.



RICHARD F. BURNS, President

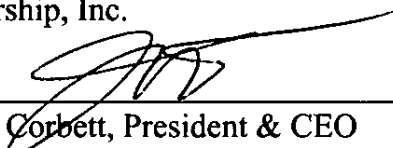
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State and Naming Agent Upon Whom
Process May be Served.

The following is submitted, in compliance with, Florida Statutes:

NONPROFIT HOUSING PRESERVATION SB, INC. is a non-profit corporation organized under the laws of the State of Florida, with its initial principal office located at 2001 Blue Heron Blvd., Riviera Beach, FL 33404 and its mailing address being 2001 Blue Heron Blvd., Riviera Beach, FL 33404. The Corporation has named The Partnership Inc. as agent to accept service of process within this State at the office specified in his acceptance below.

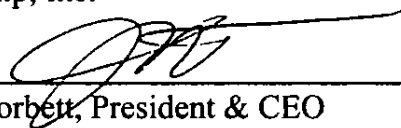
The Partnership, Inc.

By: 
John Corbett, President & CEO

ACCEPTANCE:

I hereby agree, as Registered Agent of NONPROFIT HOUSING PRESERVATION SB, INC. to accept Service of Process; to keep my office at 2001 Blue Heron Blvd., Riviera Beach, FL 33404 open during prescribed hours; to post the name of any other officers of said Corporation authorized to accept service or process at the Florida designated address in some conspicuous place in said office as required by law.

The Partnership, Inc.

By: 
John Corbett, President & CEO