

N9600000/278

PREVATT ENGLAND AMBLER SNYDER & TAYLOR

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE TAMPA CITY CENTER
SUITE 2800
201 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

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POST OFFICE BOX 2080
TAMPA, FLORIDA 33601-2080

February 27, 1996

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

Re: ROME APARTMENTS, INC.

FILED
SERIAL 4 PM 12:16
6000001731050
03/04/96--01040--015
+++122.50 +++122.50

Dear Sir:

Enclosed herewith are the Articles of Incorporation for the subject not-for-profit corporation together with a check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$122.50

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

Enclosures

D. BROWN MAR - 7 1996

ARTICLES OF INCORPORATION
OF
ROME APARTMENTS, INC.

FILED
92 MAR -4 PM 2:16
TAMPA FLORIDA

The undersigned, acting as incorporator and subscriber to the Articles of Incorporation desires to form a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I

Name and Address

The name of this Corporation is ROME APARTMENTS, INC. Its mailing address is 5707 North 22nd Street, Tampa, Florida 33610.

ARTICLE II

Purpose

Section 1. This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized and the business and objects to be carried on and promoted by it are as follows:

To provide the chronically mentally ill 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 living, the charges for such facilities and services to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit 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 for services rendered and to make payments and distributions in furtherance of the exempt purpose set forth above. 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 statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. The Corporation is organized and shall be operated exclusively for charitable and/or educational purposes. The Corporation may receive and administer funds for educational and/or charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to 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 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or 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

Powers and Restrictions

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not-for-profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor thereto).

In addition to the foregoing, the Corporation is empowered:

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 Housing and Urban Development, and 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 or Section 811. 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.

d. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious 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. 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

Membership

Members shall be those individuals who are the directors of the Corporation. The initial Board of Directors shall constitute the initial membership of this Corporation and each director shall remain a member as long as he or she holds office.

ARTICLE V

Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI

Incorporator

The name and address of the subscribing incorporator to these Articles is as follows:

Julian Rico
Executive Director
Mental Health Care, Inc.
5707 North 22nd Street
Tampa, FL 33610

ARTICLE VII

Management and Initial Officers

The affairs of the Corporation shall be managed by its Board of Directors and day-to-day operations shall be carried on by a President and a Secretary/Treasurer, who shall be elected from among the members of the Board of Directors at each annual meeting of the Board of Directors and shall hold office until the next succeeding annual meeting and until their successors shall have been elected and qualified. Additional officers, such as Vice-Presidents, Treasurer, Assistant Treasurers and Assistant Secretaries, may also be elected in the discretion of the Board of Directors. The names of the initial officers who shall serve until their successors are elected by the Board of Directors are:

Sally Parsons	President
Dale Howard	Secretary/Treasurer

The officers shall serve without compensation.

ARTICLE VIII

Board of Directors

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is nine (9). There shall be two (2) non-voting members who shall be paid employees of the sponsoring organization, Mental Health Care, Inc., a Florida non-for-profit corporation, its successors and assigns, and seven (7) voting members. None of the voting directors shall be paid employees of Mental Health Care, Inc.

The names and addresses of the persons who are to serve as initial directors are:

Voting Members

Col. Robert Choate	2405 Carolina Avenue Tampa, FL 33629
Dale Howard	Century 21/Link Realty 1905 E. Baker St., #2 Plant City, FL 33567
Dr. William A. Mellan	HCC- Administrator PO Box 31127 Tampa, FL 33631
Sally Parsons	908 Bruce Street Tampa, FL 33606
Elizabeth Barron	3325 Bayshore Blvd., Ste. F-34 Tampa, FL 33629
George Thomas, Ph.D.	Tampa Bay Alliance for the Mentally Ill 11405 Orilla Del Rio Place Tampa, FL 33617
John Massolio	TDMA 3403 Forest Bridge Circle Brandon, FL 33511

Non-Voting Members

Julian Rice	c/o Mental Health Care, Inc. 5707 North 22nd Street Tampa, FL 33610
Edi Erb	c/o Mental Health Care, Inc. 5707 North 22nd Street Tampa, FL 33610

The directors shall serve without compensation.

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than seven (7), nor more than fifteen (15).

Section 3. The directors of the Corporation shall, at all times, be limited to individuals who are either members of the

Board of Directors of the sponsoring organization, Mental Health Care, Inc., or non-members who have approval of Mental Health Care, Inc.'s Board of Directors. In the event that a director of the Corporation ceases to be a member of Mental Health Care, Inc. or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

Section 4. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors immediately after the resignation or expiration of the term of the office of any prior Chairman. The Chairman of the initial Board of Directors shall be:

Sally Parsons
908 Bruce Street
Tampa, FL 33606

Section 5. The annual meeting of the Board of Directors shall be held in March of each year.

ARTICLE IX

ByLaws

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, so long as they are not inconsistent with the provisions of these Articles or the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

Section 2. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and members.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a majority of those Directors present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the Bylaws or in any manner consistent with the laws of the State of Florida, provided that such amendments shall not be violative of applicable requirements of the United States Housing and Urban Development Section 811 programs for the chronically mentally ill, as they may be amended from time to time; and provided that so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the

Regulatory Agreement remains in effect, these Articles may not be amended without prior written approval of the said Secretary.

ARTICLE XI

Dissolution

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively and for the benefit of an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to no other person, trust or corporation. Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE XII

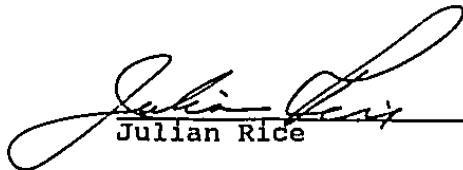
Initial Registered Office and Agent

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: Mental Health Care, Inc., a
Florida not-for-profit corporation

Registered Office: 5707 North 22nd Street
Tampa, Florida 33610

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal, this 27th day of February, 1996, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.


Julian Rice

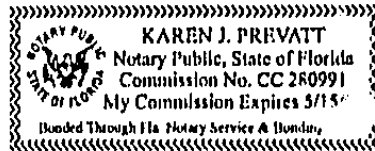
ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and Court set forth above, personally appeared, JULIAN RICE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of February, 1996.

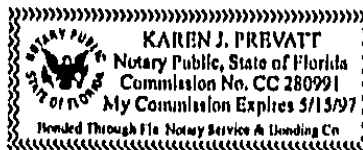
Karen J. Prevatt
Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My commission expires:



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of February, 1996.

Karen J. Prevatt
Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My commission expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

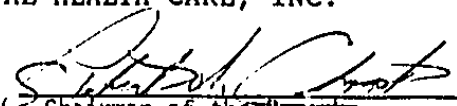
That ROME APARTMENTS, INC., desiring to organize under the not-for-profit corporation act of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 5707 North 22nd Street, Tampa, Florida 33610, has named MENTAL HEALTH CARE, INC. a Florida not-for-profit corporation as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, the undersigned corporation hereby accepts to act in this capacity, is familiar with and agrees to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 617, Florida Statutes.

REGISTERED AGENT:

MENTAL HEALTH CARE, INC.

By: 
Its: Chairman of the Board
Print Name: ROBERT J. CHOATE

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Col. Robert Choate, known to me as Chairman of the Board of MENTAL HEALTH CARE, INC., a Florida not-for-profit corporation and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that he executed the Certificate Designating Registered Agent.

FILED
MAR -4 PM 12:16
HILLSBOROUGH COUNTY FLORIDA

PREVATT ENGLAND AMBLER SNYDER & TAYLOR

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE TAMPA CITY CENTER
SUITE 1100
401 NORTH WALKLIN
TAMPA, FLORIDA 33602

TELEPHONE (813) 3-0000
FAX (813) 3-0414

POST OFFICE BOX 8920
TAMPA, FLORIDA 33601-8920

N96000001278

December 11, 1996

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 E. Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

400002027214--0
-12/12/96--01056--002
*****87.50 *****87.50

Re: ROME APARTMENTS, INC.

Dear Sir:

Enclosed herewith are the Articles of Amendment to Articles of Incorporation for the above-referenced not-for-profit corporation together with a check in the amount of \$87.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	<u>52.50</u>

We would appreciate your filing the Articles of Amendment, certifying them as the Articles of Amendment to the Articles of Incorporation, and returning them to us.

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

Enclosures

APPROVED
AND
FILED
95 DEC 12 11:31 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
\$87.50

CM
Original Copy
N96000001278
12-17-96

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ROME APARTMENTS, INC.

WHEREAS, the Articles of Incorporation of ROME APARTMENTS, INC. were filed and approved by the Secretary of State of Florida on March 4, 1996, having Document Number N96000001278; and

WHEREAS, it is the intention of all of the Directors of Rome Apartments, Inc. that the Articles of Incorporation be amended; and

WHEREAS, the proposed Articles of Amendment to Articles of Incorporation of Rome Apartments, Inc. hereinafter set forth was approved by all of the Directors, who also serve as the sole members of the Corporation, pursuant to provisions of Florida Statutes Section 617.1002 and Section 617.1006, Florida Statutes at a meeting duly called on the 10th day of December, 1996;

NOW, THEREFORE, the Articles of Incorporation of Rome Apartments, Inc. are hereby amended by deleting Article XI therefrom in its entirety.

This Amendment was adopted by unanimous vote of its members who also serve as its Directors which is sufficient votes for its approval.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation are hereby executed on behalf of Rome Apartments, Inc. by its Chairman of the Board of Directors.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 12 PM 3:15

APPROVED
AND
FILED

The Articles of Amendment shall be effective upon the filing
of the same with the Secretary of State of Florida.

Dated this 10th day of December, 1994.

Sally Parsons
Sally Parsons
Chairman of the Board of Directors

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th
day of October, 1996, by Sally Parsons, who is personally known to
me or who has produced as identification
and who did (did not) take an oath.

Esther S. Arnold
Printed Name: Esther S. Arnold
Notary Public
Serial Number (if any): My comm. expires September 22, 1999
My Commission Expires: Sept 22 1999