

7796000002788

ROGERS, TOWERS, BAILEY, JONES & GAY  
 (Requestor's Name)  
 106 South Monroe Street (Unit B)  
 (Address)  
 Tallahassee, FL 32301  
 (City, State, Zip) (Phone #)

# 222-7200

OFFICE USE ONLY

FILED  
 96 MAY 24 PM 9:42  
 173

779600012788487  
 -05/24/96--01003-047  
 \*\*\*\*70.00 \*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. VC PHF - Naples, Inc. (Corporation Name) (Document #)

2. \_\_\_\_\_ (Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. \_\_\_\_\_ (Corporation Name) (Document #)

Walk in

Pick up time

5-24

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

RECEIVED  
 96 MAY 24 AM 9:42  
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

W96-11141

SPB  
 5/24/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Martham  
Secretary of State

May 24, 1996

ROGERS, TOWERS, BAILEY, JONES & GAY  
106 SOUTH MONROE STREET (UNIT B)  
TALLAHASSEE, FL 32301

SUBJECT: VCPHF-NAPLES, INC.  
Ref. Number: W96000011141

We have received your document for VCPHF-NAPLES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 296A00026113

ARTICLES OF INCORPORATION  
OF  
VCPIF - NAPLES, INC.

FILED

06 MAY 24 PM 5:30

ARTICLE 1.  
NAME

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The name of this Corporation is: VCPIF-NAPLES, INC.

ARTICLE 2.  
STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE 3.  
GENERAL AND SPECIFIC PURPOSES

Section 3.1. General and Specific Purpose. The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder or the corresponding provisions of any future United States Revenue Law.

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

A. To provide decent housing that is affordable to low-income and moderate-income persons;

B. To create a private corporation to construct or to acquire a housing project or projects, and to operate the same, including the provision of ancillary social services to its residents.

C. To enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act;

D. To enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the Corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation;

E. To acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and

F. to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed or trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Section 3.2. Prohibited Activities. 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. 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 the Code 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 Code or the corresponding section of any future United States internal revenue law.

**ARTICLE 4.**  
**POWERS**

The Corporation is empowered:

A. To do and perform all things whatsoever set out in Article 3 above, and necessary or incidental to the accomplishment of said purposes.

B. To, specifically and particularly, enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

**ARTICLE 5.**  
**TERM**

This corporation shall have a perpetual existence.

**ARTICLE 6.**  
**INCORPORATOR**

The name and residence address of the incorporator of this corporation is:

John D. Rood  
3030 Hartley Road, Suite 100  
Jacksonville, Florida 32257

**ARTICLE 7.**  
**LOCATION OF PRINCIPAL OFFICE**  
**AND IDENTIFICATION OF REGISTERED AGENT**

Section 7.1. The County in the state of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Duval.

Section 7.2. The name and street address of this corporation's registered agent is John D. Rood, 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257.

Section 7.3. The mailing address of this corporation is 3030 Hartley Road, Suite 100, Jacksonville, Florida.

**ARTICLE 8.**  
**MANAGEMENT OF CORPORATE AFFAIRS**

Section 8.1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be no fewer than three (3) persons and shall be such number as determined by time to time by the board of directors. The method of election of the members of the board of directors shall be stated in the bylaws of the corporation. The following persons shall serve as the initial directors of the corporation until their successors are duly elected and have qualified:

Joseph H. Arnall  
Post Office Box 50307  
Jacksonville Beach, Florida

Terry A. Moore  
50 North Laura Street,  
Suite 3100  
Jacksonville, Florida

Malachi Beyah  
Post Office Box 12104 NA  
Jacksonville, Florida

John D. Rood  
3030 Hartley Road, Suite 100  
Jacksonville, Florida

Michael Bryant  
157 East 8th Street, Suite 116  
Jacksonville, Florida

Section 8.2. Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be elected at the annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President:	John D. Rood
Vice President:	Michael Bryant
Secretary:	Terry A. Moore
Treasurer:	Terry A. Moore

**ARTICLE 9.**  
**BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act, bylaws of this corporation may be adopted, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedures set forth therefor in the bylaws.

**ARTICLE 10.**  
**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributable to, any director, officer, trustee, or employee, or to the benefit of any private individual, 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.

**ARTICLE 11.**  
**DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws or shall be distributed to the federal government, or to a state or local government, 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 exclusively for such purposes.

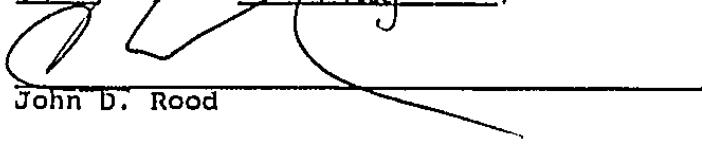
**ARTICLE 12.**  
**STOCK; MEMBERS**

This corporation shall not have any power to issue certificates of stock or declare dividends. This corporation shall have no members.

**ARTICLE 13.**  
**AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the board of directors for their vote. Amendments may be adopted by the vote of a majority of a quorum of the board of directors of the corporation.

I, the undersigned, being the incorporator of this corporation and, for the purpose of forming this ~~nonprofit~~ charitable corporation under the laws of Florida, have executed these articles of incorporation on this 22nd day of May, 1996.

  
John D. Rood

rnr\vcp\articles

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICES**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

A. The name of the corporation is:

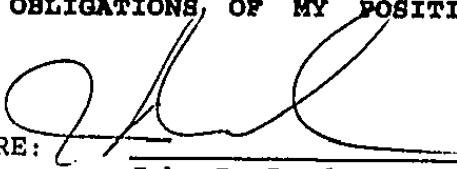
VCPHF-NAPLES, INC.

B. The name and address of the registered agent and office are:

John D. Rood  
3030 Hartley Road, Suite 100  
Jacksonville, Florida 32257

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

  
John D. Rood

DATE: May 22, 1996

FILED  
96 MAY 24 PM 5:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N96000002788

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)  
106 South Monroe St.

(Address)  
Tallahassee, FL 32301 #222-7200

(City, State, Zip) (Phone #)

Call Pat @ 222-7200 if problems.

OFFICE USE ONLY

9000001974349-12  
-10/15/96-01034-020  
\$44435.00 \$44435.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VCPHF-Naples, Inc. (Corporation Name) (Document #)

2.  (Corporation Name) (Document #)

3.  (Corporation Name) (Document #)

4.  (Corporation Name) (Document #)

5.  Walk in  Pick up time 10/15  Certified Copy

Mail out  Will wait  Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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AMENDMENTS	
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<input type="checkbox"/>	Change of Registered Agent
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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

\* Return a  
filed stamped  
copy please.

N. HENDRICKS OCT 15 1996

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
FOR  
VCPHF -- NAPLES, INC.

FILED  
96 OCT 15 PM 11:27  
SACR:ML/11 STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, VCPHF -- NAPLES, INC., a Florida not-for-profit corporation (the "Corporation") does hereby amend its Articles of Incorporation as follows:

1. Article 3, Section 3.2, of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefore:

Section 3.2. Prohibited Activities. 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. Notwithstanding any other prohibition of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. Article 11 of the Articles of Incorporation is deleted in its entirety and following is substituted therefore:

Article 11

Distribution of Assets.

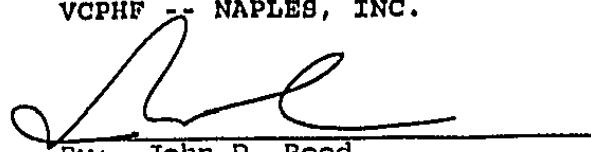
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed only to one or more organizations created and operated for one or more of the exempt purposes within the meaning of Section 3.1 hereof, 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 in 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.

3. The Board of Directors of the Corporation approved of the above amendment to the Articles of Incorporation by Resolution dated September 30, 1996. The number of votes cast by the Directors in favor of amendment was sufficient for approval. The

Corporation has no members and members approval is not necessary for adoption of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned president of VCPHF -- NAPLES, INC. hereby certifies that these Articles of Amendment were adopted by the corporation on September 30, 1996.

VCPHF -- NAPLES, INC.



By: John D. Rood  
Its: President

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