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I ALBRITTON

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. EAGLES POINT, INC.

Signature _____

Requested by: Seth

07/19/18

Name _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2018

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: C.A.U. EAGLES POINTE, INC.
Ref. Number: N96000005532

We have received your document for C.A.U. EAGLES POINTE, INC. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records reflect Second Amended and Restated Articles file on 02/16/2012.

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 (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 918A00014442

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TALLAHASSEE, FLORIDA

AMENDMENT TO THE AMENDED AND RESTATED OF
THE ARTICLES OF INCORPORATION OF C.A.U. EAGLES POINT, INC.

Pursuant to the provisions of §§ 617.1002(1)(b) and 617.1006, Florida Statutes, the undersigned, being the President of C.A.U. EAGLES POINT, INC. (the "Corporation") does hereby execute, on behalf of the Corporation, the following Amendment To The Amended And Restated Articles Of Incorporation, which were presented to and adopted by unanimous vote of the Corporation's Board of Directors:

ARTICLE ONE

The corporation hereby changes its name to NONPROFIT HOUSING PRESERVATION RA, 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. The Corporation hereby amends, restates and replaces its existing Articles of Incorporation as amended in their entirety and adopts this Amendment To The Amended And Restated Articles Of Incorporation as the Corporation's official Articles of Incorporation.

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 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.

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 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 facie evidence of such authority.

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

§6.01 The name and mailing address of the incorporator of this corporation are: Jeffrey C. Berg, c/o The Enterprise Foundation, Inc., 10227 Wincopin Circle, Suite 500, Columbia, Maryland 21044. Said incorporator is over the age of eighteen (18) years, sui juris and a citizen of the United States and the State of Florida.

§6.02 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 initial 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

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 and CEO of the Corporation shall be John Corbett. Initially, such officers shall be elected at the first 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.

§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 The Partnership, Inc., a Florida nonprofit 501(c)(3) corporation ("TPI") and forty percent (40%) of the same to The NHP Foundation, Inc., a foreign nonprofit 501(c)(3) corporation ("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 The manner of appointment or election of the Corporation's Board of Directors, their qualification for membership on the Board of Directors or serving as an officer of the Corporation shall be regulated by the bylaws of this Corporation.

§9.02 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.

§9.03 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.

ARTICLE TEN

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

IN WITNESS WHEREOF, the foregoing Amendment To The Amended And Restated Articles Of Incorporation are signed by the currently serving President & CEO pursuant to section 617.01201(6)(a), Florida Statutes, who hereby certifies that (a) there are no members of this Corporation; and (b) these amended and restated articles of incorporation were presented to and adopted by the affirmative vote of the Board of Directors. The undersigned President & CEO of this Corporation hereby certifies that there are no members of this Corporation.



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 RA, 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: 

Hugh Jacobs, Executive Vice President

ACCEPTANCE:

I hereby agree, as Registered Agent of NONPROFIT HOUSING PRESERVATION RA, 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: 

Hugh Jacobs, Executive Vice President