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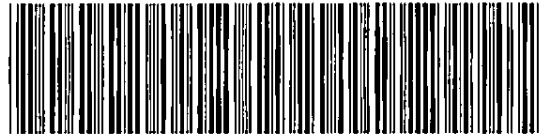
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C McNAIR

CAPITAL CONNECTION, INC.

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

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Nonprofit Housing Preservation RA, Inc

- 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
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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Requested by: Seth

02/01/19

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**ARTICLES OF AMENDMENT OF THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NONPROFIT HOUSING PRESERVATION RA, INC.**

Pursuant to the provisions of § 617.1002(1)(b) and 617.1006, Florida Statutes, the undersigned, being the Vice President of NONPROFIT HOUSING PRESERVATION RA, INC. (the "Company") does hereby execute, on behalf of the Company, the following Amendment of sections 4.01 and 8.04 of its Amended & Restated Articles of Incorporation, which amendment was presented to and adopted by the unanimous vote of the Company's board of directors (there are no members):

Section 4.01 of the Company's Amended & Restated Articles of Incorporation is deleted and replaced with the following replacement section 4.01:

§4.01 The Corporation shall be organized on a non-stock basis pursuant to chapter 617, Fla. Stat. and 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 four (4) persons. The Board of Directors may at any time hereafter increase or change the number of directors on the Board of Directors, subject to the following sentence. In the event that the Board of Directors shall at any time after adopting this Amendment of the Amended and Restated Articles of incorporation decide to change the number of directors on the Board of Directors, The Partnership, Inc., a Florida nonprofit 501(c)(3) corporation ("TPI") shall have the power and authority to nominate fifty percent (50%) of the members of the Board of Directors and The NHP Foundation, a foreign nonprofit 501(c)(3) corporation ("NHPF") shall have the power and authority to nominate and appoint fifty percent (50%) of the Board of Directors.

Section 8.04 of the Company's Amended & Restated Articles of Incorporation is deleted and replaced with the following replacement section 8.04:

§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 fifty percent (50%) of the same to The Partnership, Inc., a Florida nonprofit 501(c)(3) corporation ("TPI") and fifty percent (50%) of the same to The NHP Foundation, a foreign nonprofit 501(c)(3) corporation ("NHPF"). If either TPI or NHPF is no longer in existence at the time (if any) of dissolution of the Corporation, 50% of the net assets of the Corporation at the time of dissolution (in the case of TPI's non-existence) or 50% of the net assets

- of the Corporation at the time of dissolution (in the case of nonexistence of NHPF) 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 at the time (if any) that TPI or NHPF is no longer in existence 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.

IN WITNESS WHEREOF, the foregoing amendments to the Company's Amended & Restated Articles of Incorporation are signed by the Company's Vice President, who hereby certifies that the foregoing amendments were presented to and adopted by the affirmative vote of the Board of Directors of the Company prior to the time of signing this instrument.


HUGH JACOBS, Vice President