

N9600006452

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)

10b South Monroe St. - 2nd Floor

(Address)

Tallahassee, FL 32301 222-7200

(City, State, Zip)

(Phone #)

Call Pat if problems. @ 222-7200

4000012082304--0
 12/18/95-01018-022
 *****70.00 *****70.00

OFFICE USE ONLY

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

1. New Outlook II, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 12-18
 Mail out Will wait Photocopy Certified Copy Certificate of Status

FILED
 SECRETARY OF STATE
 DIVISION
 96 DEC 19 PM 1:14

RECEIVED
 96 DEC 19 PM 1:09:59

** Return a filed stamped copy.*

Time kept filed 12/18/95

NEW FILINGS	
<input 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

D. BROWN DEC 18 1996

Examiner's Initials

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 18 PM 1:14

ARTICLES OF INCORPORATION
OF
NEW OUTLOOK II, INC.

I, the undersigned, being of full legal age and acting as the incorporator of a not-for-profit Corporation pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is NEW OUTLOOK II, INC.

The initial principal address of the Corporation is 3333 West 20th Street, Jacksonville, Florida 32254. The initial mailing address of the Corporation is P.O. Box 9018, Jacksonville, Florida 32208.

ARTICLE II

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under 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 (the "Code"), or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. This Corporation is formed to provide handicapped persons, including chronically mentally ill persons, with housing facilities and services specifically designed to meet their physical, social and psychological needs, and to promote their health, security, happiness and usefulness in longer living. The charges for such facilities and service are to be predicated upon the provision, maintenance and operation thereof on a nonprofit basis.

ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, 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. 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 (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

To promote the Corporate purposes set forth in Article III hereof, 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 III hereof but solely in connection with the project assisted under 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 or such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under section 811 of the National Affordable Housing Act. 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) 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 Article III hereof, all of the foregoing within the meaning of Section 501(c)(3) of the Code, 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.

ARTICLE VI

The street address and city of the initial registered office of the Corporation is 3333 West 20th Street, Jacksonville, Florida and the name of its initial Registered Agent at such address is Barbara Aspinwall.

ARTICLE VII

The number of directors of the Corporation shall be no more than fifteen (15) and no less than three (3), the precise number to be determined by the members of the Corporation; and shall be elected by the members of the Corporation from the membership. Each director of the Corporation, must, at all times, be a member of the Corporation. Membership in the Corporation shall, at all times, be limited to individuals who are either (1) a director of Mental Health Center of Jacksonville, Inc., a Florida not-for-profit corporation; or (2) a member of Mental Health Center of Jacksonville, Inc. and who have the approval of the Board of Directors of Mental Health Center of Jacksonville, Inc. In the event that a member of the Corporation ceases to be a director of Mental Health Center of Jacksonville, Inc. or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a Member and Director of the Corporation. No non-member of the Corporation may sit as a director. The directors shall serve without compensation. The names and addresses of the persons who are to serve as the initial directors until their successors are elected are set forth below:

	<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
1.	E.C. Gregory	11434 Yellow Tail Ct. Jacksonville, FL 32218	1 year
2.	Eugene Flagg	4271 McDaniel Drive Jacksonville, FL 32209	1 year
3.	DeBorah Sanders	11425 Hobart Drive Jacksonville, FL 32218	1 year
4.	Charles W. Lewis	5307 Fleet Landing Blvd. Jacksonville, FL 32233	1 year
5.	Marian Gregory	8430 Sophist Circle E. Jacksonville, FL 32219	1 year

- | | | | |
|----|--------------------|---|--------|
| 6. | Martha B. Cail | 9626 Thomas Duk's Ct.
Jacksonville, FL
32219-3060 | 1 year |
| 7. | James Johnson, Jr. | 6865 Tamara Lane
Jacksonville, FL 32216 | 1 year |

The officers of the Corporation, as provided by the bylaws of the Corporation, shall be elected in the manner therein set forth, and shall serve until their successors are elected and have qualified.

ARTICLE VIII

The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Aspinwall	3333 West 20th Street Jacksonville, Florida 32254

ARTICLE IX

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

ARTICLE X

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of said secretary.

IN WITNESS WHEREOF, the undersigned being the incorporator of this Corporation, has executed these Articles of Incorporation this 16th day of December, 1996.



 Barbara Aspinwall

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 13 PM 1:11

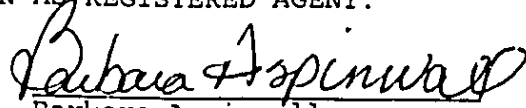
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
NEW OUTLOOK II, INC.
2. The name and address of the registered agent and office are:

Barbara Aspinwall
3333 West 20th Street
Jacksonville, Florida 32254

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:


Barbara Aspinwall

DATE:

December 16, 1996