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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WAYNE DENSCH CENTER, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WAYNE DENSCH CENTER, INC.**

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of Wayne Densch Center, Inc. originally filed on March 4, 1997, as amended, are hereby amended and restated in their entirety to read as follows:

ARTICLE I

The name of the corporation is WAYNE DENSCH CENTER, INC. (the "Corporation").

ARTICLE II

The purposes for which the Corporation is organized are as follows:

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide housing and other forms of assistance to homeless individuals and families.

No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation to effect one or more of its purposes). No substantial part of the activities of the Corporation shall be to carry on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers, or other private persons.

ARTICLE III

The following parties shall constitute the only members of the Corporation:

- a. Ability Housing, Inc.;
- b. Sunsystem Development Corporation; and
- c. Wayne M. Densch Charities, Inc.

ARTICLE IV

All corporate powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors, except as

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otherwise provided by law or in these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation. The Board of Directors shall consist of not more than seven (7) persons upon the effective date of these Amended and Restated Articles of Incorporation. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The directors shall be elected and shall serve terms as provided in the Bylaws. Directors shall be appointed as follows:

- a. Five (5) directors shall be appointed by Ability Housing, Inc.;
- b. One (1) director shall be appointed by Sunsystem Development Corporation; and
- c. One (1) director shall be appointed by Wayne M. Densch Charities, Inc.

In the event any director appointed by Sunsystem Development Corporation ceases to serve for any reason and Sunsystem Development Corporation fails to appoint a successor director within four (4) months following the Corporation's written request for designation of a new director, then Sunsystem Development Corporation shall immediately cease to be a member of the Corporation without any further action on the part of any party, and Ability Housing, Inc. shall have the right to appoint an additional director going forward.

In the event any director appointed by Wayne M. Densch Charities, Inc. ceases to serve for any reason and Wayne M. Densch Charities, Inc. fails to appoint a successor director within four (4) months following the Corporation's written request for designation of a new director, then Wayne M. Densch Charities, Inc. shall immediately cease to be a member of the Corporation without any further action on the part of any party, and Ability Housing, Inc. shall have the right to appoint an additional director going forward.

ARTICLE V.

The corporation is to have perpetual existence.

ARTICLE VI

The street address of the registered office of this Corporation is 76 South Laura Street, Suite 303, Jacksonville, Florida 32202 and the registered agent of this Corporation at that address is Shannon Nazworth.

ARTICLE VII

The street address of the principal office and the mailing address of the Corporation is 100-102 Kingston Court, Orlando, Florida 32810.

ARTICLE VIII

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Amended and Restated Articles of Incorporation.

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ARTICLE IX

This Corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of the powers conferred by law and by the Florida Not for Profit Corporation Act, Chapter 617, of the Florida Statutes, as the same may be amended (the "Act").

ARTICLE X

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- a. by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent Federal tax laws, or
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any subsequent Federal tax laws.

ARTICLE XI

Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Amended and Restated Articles of Incorporation, including a distribution to a government entity or an organization exempt from federal income tax under Code Section 501(c)(3). In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

ARTICLE XII

The Corporation shall indemnify officers and directors to the full extent permitted by the Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

ADOPTION OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

The foregoing Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's Members and Board of Directors in accordance with Section 617.1006(3) and Section 617.1006(4), Florida Statutes, on May 17, 2016. The number of votes cast by the Members and Board of Directors for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Amended and Restated Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Shannon Nazworth

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 17th day of May, 2016, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

By:


Leonard E. Williams, as President