

N97000006700

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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GIS Housing VI, Inc.

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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 _____
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UCC 11 Retrieval _____
Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: DN

Name _____

Date 12/2

Time 10:00

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Vehicle Search
Driving Record

12-2-97

ARTICLES OF INCORPORATION
OF
GIS HOUSING VI, INC.
A NON-PROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is **GIS HOUSING VI, INC.** (hereinafter referred to as "the Corporation").

ARTICLE II
DURATION

The corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 10596 Gandy Boulevard, St. Petersburg, FL 33702; the name of the initial registered agent of this corporation is R. LEE WAITS; and the address of the registered agent is Goodwill Industries-Suncoast, Inc., 10596 Gandy Boulevard, St. Petersburg, FL 33702; mailing address is P.O. Box 14456, St. Petersburg, Florida 33733.

ARTICLE IV
PURPOSE

The single purpose for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

(A) To provide permanently disabled persons or elderly persons with housing facilities and services specially 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 services to be predicated upon the provision, maintenance and operation thereof on a non-profit basis.

(B) To carry out this single purpose, the Corporation is irrevocably dedicated to and operated exclusively for non-profit, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

(C) To carry out this single purpose, the Corporation may exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V POWERS

The Corporation is empowered:

(A) To buy, own, sell, convey, 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 IV hereof, but solely in connection with the project assisted under Section 811 of the Housing Act of 1959, as amended.

(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 of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 811 of the Housing Act of 1959, as amended. 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) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall be distributed to one or more organizations which are exempt, except for religious purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, provided, however, that the Corporation shall at all times, so long as a mortgage on the Corporation's property is held or insured by the Secretary of Housing and Urban Development, have the power to convey its property to the Secretary of Housing and Urban Development, or its nominee for exclusively public purposes.

(E) Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
DIRECTORS AND MEMBERS

(A) Membership in the Corporation shall, at all times, be limited to individuals appointed to membership by the Board of Directors of GOODWILL INDUSTRIES-SUNCOAST, INC.

In the event that the aforesaid appointment by such GOODWILL INDUSTRIES-SUNCOAST, INC. is withdrawn, then this shall constitute automatic resignation as a member and director of the Corporation.

(B) The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) nor more than fifteen (15) in number who shall be elected by the members of the Corporation at the Annual Meeting. The Directors of the Corporation must, at all times, be members of the Corporation. No non-member of the Corporation may sit as a Director. The names and post office addresses of the persons who shall serve as initial Directors until their successors are duly qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barbara A. Donaho	762 Live Oak Terrace North East St. Petersburg, FL 33703-3163
R. Lee Waits	405 Park Avenue Belleair, FL 34616-1459
Blair G. Mills	2455 Lake Point Lane Clearwater, FL 34622
Dale Del Bello	18212 Sunset Boulevard Redington Shores, Florida 33708
Glen R. Carpenter	2010 Dekle Avenue Tampa, FL 33606
Carolyn DuPree Hill	3300 Cove Cay Drive, Unit 4E Clearwater, FL 34620
Paul D. Doiron	15332 Gulf Boulevard Madeira Beach, FL 33708
Elizabeth E. Price	4880 Locust Street NE, Apt. 327 St. Petersburg, FL 33703
Grant Raymond Raulerson	409 Lotus Path Clearwater, FL 33756
C. Christopher Thompson	100 Bay Point Drive NE St. Petersburg, FL 33704

Directors shall serve without compensation.

ARTICLE VII
OFFICERS

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out, and shall serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year. The Secretary and Treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
President	BARBARA A. DONAHO
Executive Vice President	R. LEE WAITS
Vice President	BLAIR G. MILLS
Secretary/Treasurer	DALE DEL BELLO

ARTICLE VIII
BY-LAWS

By-Laws of the Corporation may be adopted, made, altered, or rescinded 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 V hereof.

ARTICLE IX
INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

GRANT RAYMOND RAULERSON

GLEN R. CARPENTER

ELIZABETH E. PRICE

**ARTICLE X
AMENDMENTS**

So long as the Corporation's property is subject to a Regulatory Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

**ARTICLE XI
REPORTING RESPONSIBILITIES**

The Board of Directors shall submit a report of its activities and programs to the Board of Directors of Goodwill Industries-Suncoast, Inc., the sponsoring entity of GIS Housing VI, Inc.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 20 day of November, 1997.

Grant Raymond Raulerson
GRANT RAYMOND RAULERSON

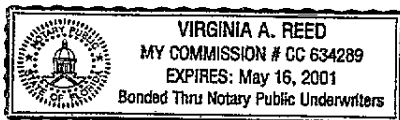
Glen R. Carpenter
GLEN R. CARPENTER

Elizabeth E. Price
ELIZABETH E. PRICE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of NOVEMBER, 1997, by GRANT RAYMOND RAULERSON. Such person did not take an oath and:
(notary must check applicable box)

- ☐ is/are personally known to me.
- ☒ produced a current Florida driver's license as identification. R 462-296-57-059
- ☐ produced _____ as identification.



Virginia A. Reed
Name of Notary (Typed, Printed or Stamped)

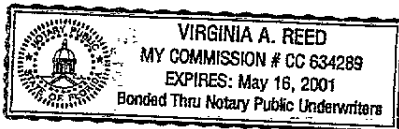
Commission No. CC 634289
(if not legible on seal)

My Commission expires: 05/16/2001
(if not legible on seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of NOVEMBER, 1997,
by GLEN R. CARPENTER. Such person did not take an oath and:
(notary must check applicable box)

- ☐ is/are personally known to me.
- ☒ produced a current Florida driver's license as identification. E615-296-43-362-0
- ☐ produced _____ as identification.



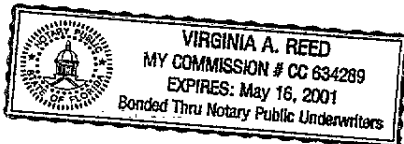
Virginia A. Reed
Name of Notary (Typed, Printed or Stamped)

Commission No. CC 634289
(if not legible on seal)
My Commission expires: 05/16/2001
(if not legible on seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of NOVEMBER, 1997,
by ELIZABETH EVANS PRICE. Such person did not take an oath and:
(notary must check applicable box)

- ☐ is/are personally known to me.
- ☒ produced a current Florida driver's license as identification. P620-225-18-9K
- ☐ produced _____ as identification.



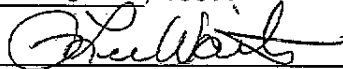
Virginia A. Reed
Name of Notary (Typed, Printed or Stamped)

Commission No. CC 634289
(if not legible on seal)
My Commission expires: 05/16/2001
(if not legible on seal)

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

GIS HOUSING VI, INC., having designated R. LEE WAITS as its Registered Agent and whose address is Goodwill Industries-Suncoast, Inc., 10596 Gandy Boulevard, St. Petersburg, FL 33702, having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 20th day of November, 1997.



R. LEE WAITS,
Registered Agent

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TALLAHASSEE, FLORIDA