



N9700000 6790

PORTER, WRIGHT, MORRIS & ARTHUR

Attorneys & Counselors at Law

W. JEFFREY CECIL
941-436-2950
jcecil@porterwright.com

ALSO ADMITTED
OHIO

4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013
Telephone: 941-263-8898
Facsimile: 941-436-2990
Nationwide: 800-876-7962

February 18, 1998

Florida Department of State
Corporate Division
The George Firestone Building
409 E. Gaines St.
Tallahassee, FL 32399

Re: Housing Alternatives of Southwest Florida, Inc.

Gentlemen:

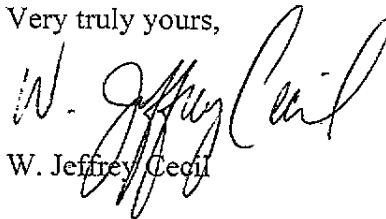
Enclosed for filing is an original and one copy of the Amended and Restated of Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$87.50 covering:

\$35.00 - Filing Fee
52.50 - Certified Copy
\$87.50

100002435551--2
-02/19/98--01089--002
*****87.50 *****87.50

Once this has been filed, please return the certified copy in the envelope provided for your convenience.

Very truly yours,



W. Jeffrey Cecil

WJC:jh
Enclosures

NAPLES/0073827.01

Amended & Restated art.

NF 3-4-98

~~*789,564,664,573,543,192,671*~~

FILED
98 MAR -4 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1998

W. Jeffrey Cecil, Esquire
% Porter, Wright, Morris & Arthur
4501 Tamiami Trail North, Suite 400
Naples, FL 34103-3013

SUBJECT: HOUSING ALTERNATIVES OF SOUTHWEST FLORIDA, INC.
Ref. Number: N97000006790

We have received your document for HOUSING ALTERNATIVES OF SOUTHWEST FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please list the street address of each director. If the director does not have a street address, list the mailing address and write (N/A).

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 598A00011132



**PORTER, WRIGHT,
MORRIS & ARTHUR**

Attorneys & Counselors at Law

W. JEFFREY CECIL
941-436-2950
jcecil@porterwright.com

ALSO ADMITTED
OHIO

4501 Tamiami Trail North
Suite 400
Naples, Florida 34103-3013
Telephone: 941-263-8898
Facsimile: 941-436-2990
Nationwide: 800-876-7962

March 3, 1998

Florida Department of State
Corporate Division
Attn: Louise Flemming-Jackson
The George Firestone Building
409 E. Gaines St.
Tallahassee, FL 32399

Re: Housing Alternatives of Southwest Florida, Inc.

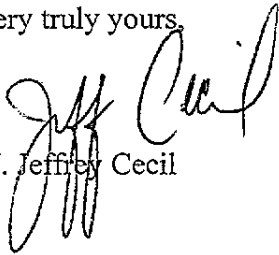
Dear Ms. Flemming-Jackson:

I am in receipt of the articles returned to me for your requested changes in connection with the above referenced corporation. Enclosed for filing is an original and one copy of the Amended and Restated of Articles of Incorporation. Previously enclosed was our check in the amount of \$87.50 covering:

\$35.00 - Filing Fee
52.50 - Certified Copy
\$87.50

Once this has been filed, please return the certified copy in the envelope provided for your convenience. Thank you for your assistance with this amendment.

Very truly yours,


W. Jeffrey Cecil

WJC:jh
Enclosures

NAPLES/0073827.01

FILED

98 MAR -4 PM 3: 11

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

HOUSING ALTERNATIVES OF SOUTHWEST FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Amended and Restated Articles of Incorporation amending said Articles in their entirety as a corrective statement of the Charter of Housing Alternatives of Southwest Florida, Inc., a not for profit corporation, which amendment was approved on February 17, 1998, by unanimous consent by the Board of Directors without meeting, and which did not require membership approval.

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE, and RESIDENT AGENT

1. The name, term of existence, principal office, and registered agent of the Corporation will be as follows:

(a) The name of this corporation shall be Housing Alternatives of Southwest Florida, Inc. For convenience this corporation shall be referred to in this instrument as the Corporation.

(b) The term of existence of the Corporation shall be perpetual.

(c) The principal office of the Corporation will be located at 6075 Golden Gate Parkway, Naples, FL 34116.

(d) The present registered agent of this corporation is W. Jeffrey Cecil, whose address is 4501 Tamiami Trail N., #400, Naples, FL 34103.

ARTICLE II

PURPOSE

2. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To provide disabled 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 nonprofit basis.

(b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(c) This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, as such terms are defined under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any successor provision of any future United States Internal Revenue laws, including for the purposes of making distributions to organizations which qualify as exempt

organizations under section 501(c)(3) of the Code, or any successor provision of any future United States Internal Revenue laws, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose.

(d) 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate of public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under section 501(c)(3) of the Code, or any successor provision of any future United States Internal Revenue laws, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or any successor provision of any future United States Internal Revenue laws.

ARTICLE III

POWERS

3. 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 accomplishments of the purposes set forth in Article II 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 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. 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 the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all asset remaining after the payment of the Corporation's debts shall be conveyed or distributed only to any organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

ARTICLE IV

DIRECTORS

4. The affairs of the Association will be managed by a Board of Directors.

(a) The number of directors shall be determined by the bylaws but shall in no case be less than seven (7).

(b) The names and terms of the members of the Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

NAMES	ADDRESS	TERM
Ann "Missy" McKim	3055 Riviera Drive, #203 Naples, FL 34103	3 Years
Vanessa Fitz	1455 Pelican Avenue Naples, FL 34102	3 Years
David C. Schimmel	6075 Golden Gate Parkway Naples, FL 34116	2 Years
Susan Golden	6075 Golden Gate Parkway Naples, FL 34116	2 Years
Mark Middlebrook	6075 Golden Gate Parkway Naples, FL 34116	2 Years
Shaun Kelly, CPA	6075 Golden Gate Parkway Naples, FL 34116	2 Years
Kim Boyd	6075 Golden Gate Parkway Naples, FL 34116	2 Years

(c) The Chairperson of the Board of Directors shall be: David C. Schimmel

(d) The directors shall serve without compensation.

(e) The directors of the Corporation shall, at all times, be limited to individuals who are either members of The David Lawrence Center or nonmembers who have the approval of the Board of Directors of the said sponsoring organization, and shall be elected as set forth in the bylaws. In the event that a director of the Corporation ceases to be a member of The David Lawrence Center or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

(f) 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 have 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.

(g) The annual meeting shall be held on the first Friday in December of each year.

ARTICLE V

BYLAWS

5. By-Laws 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 III hereof.

ARTICLE VI

AMENDMENTS

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

After any and all mortgages held by the Secretary of Housing and Urban Development are satisfied in full, Amendment to this Articles of Incorporation may be proposed by any of the Corporation's directors 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 such Board of Directors present and voting at such meeting properly called and noticed as provided in the Bylaws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present at the meeting. Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida to be filed and approved by such Secretary before the same shall become effective.

ARTICLE VII

SUBSCRIBERS

7. The name and address of the subscriber of these Articles of Incorporation as follows:

NAME

ADDRESS

David C. Schimmel

6075 Golden Gate Parkway
Naples, FL 34116

Signed by the president this 18th day of February, 1998.


David C. Schimmel

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared David C. Schimmel, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal this 18th day of February, 1998.

(SEAL)



JOHNNA S HAMPSON
My Commission CC406371
Expires Sep. 21, 1998
Bonded by HAI
800-422-1555

Johnna S. Hampson
Notary Public

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been designated as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

W. Jeffrey Cecil
W. Jeffrey Cecil
Registered Agent