

# 198000001392

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

FORT MYERS - NAPLES - TALLAHASSEE - TAMPA

ONE UNIVERSITY PARK, SUITE 600  
12800 UNIVERSITY DRIVE  
FT. MYERS, FLORIDA 33907

MAILING ADDRESS:  
POST OFFICE BOX 60259-6259  
FT. MYERS, FLORIDA 33906

TELEPHONE: (941) 489-1776  
FACSIMILE: (941) 489-2444

April 20, 1998

FILED  
98 MAY -6 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIA CERTIFIED MAIL #P063123936**  
**RETURN RECEIPT REQUESTED**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002496855--9  
-04/22/98-01080-008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Fort Myers Residents Assistance, Corp.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for filing regarding the above-referenced corporation. Also enclosed is a check in the amount of \$87.50 to cover the cost of filing and to obtain a certified copy.

Once the filing has been completed, please return the certified copy of the Articles to our offices in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

*Carmen D. Zollman*

Carmen D. Zollman  
Legal Assistant

/cdz

Enclosures

*Amended & Restated Art.*

VS MAY 8 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 28, 1998

CARMEN D. ZOLLMAN  
POST OFFICE BOX 60259-6259  
FT. MYERS, FL 33906

SUBJECT: FORT MYERS RESIDENTS ASSISTANCE, CORP.  
Ref. Number: N98000001392

We have received your document for FORT MYERS RESIDENTS ASSISTANCE, CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 498A00022924

*Rec'd May 6, 1998  
Div. of Corp.*

ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.

ATTORNEYS AT LAW

FORT MYERS - NAPLES - TALLAHASSEE - TAMPA

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May 4, 1998

Velma Shepard  
Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

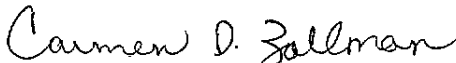
**Re: Fort Myers Residents Assistance, Corp.**

Dear Ms. Shepard:

Enclosed are the corrected Amended and Restated Articles of Incorporation regarding the above-referenced corporation. Once the document has been filed, please return the certified copy to our offices in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

  
Carmen D. Zollman  
Legal Assistant

/cdz

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FORT MYERS RESIDENTS ASSISTANCE, CORP.,  
A NON-PROFIT ORGANIZATION

FILED  
98 MAY -6 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of Fort Myers Residents Assistance, Corp., a non-profit organization, filed with the Department of State on March 9, 1998, are hereby amended and restated in their entirety to read as follows:

ARTICLE I.

The name of the corporation is FORT MYERS RESIDENTS ASSISTANCE, CORP.

ARTICLE II.

The corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code and the corporation shall have perpetual duration.

ARTICLE III.

The corporation is a nonprofit corporation and shall not be operated for pecuniary gain or profit. The corporation is organized and shall be operated exclusively for the purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as revised, or any corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under said section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. In so operating, it shall be the purpose of the corporation to assist very low, low, and moderate income people, including families, elderly, disabled and handicapped persons, in acquiring grants to attain safe, decent, sanitary and affordable housing.

ARTICLE IV.

In carrying out the purposes stated in Article III above, the corporation shall possess and may exercise any and all powers granted to nonprofit corporations under the Florida Nonprofit Corporation Code, as amended from time to time, subject, however, to the limitations set forth in Article V hereof.

## ARTICLE V.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be 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 any candidate for public office. Notwithstanding any other provision of the 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 Internal Revenue Code, or corresponding section of any future federal tax code; or b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE VI.

Without limiting in any manner the generality of the foregoing provisions, for any period during which this corporation may be classified as a private foundation under Section 509 of the Internal Revenue Code or any corresponding provision of any future federal tax code, this corporation:

- a) shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax imposed by Section 4942 of the Internal Revenue Code (or any corresponding provision of any future federal tax code);
- b) shall not engage in any act of self dealing as defined in Section 4941(d) of such Code (or any corresponding provision of any future federal tax code);
- c) shall not retain any excess business holding as defined in Section 4943(c) of such Code (or any corresponding provision of any future federal tax code);
- d) shall not make any investments in any manner to incur a tax liability under Section 4944 of such Code (or any corresponding provision of any future federal tax code);
- e) shall not make any taxable expenditures as defined in Section 4945(d) of such Code (or any corresponding provision of any future federal tax code).

#### ARTICLE VII.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Housing Authority of the City of Fort Myers, Florida, or if the Housing Authority of the City of Fort Myers is not then in existence, then to the City of Fort Myers, Florida, for public purposes. Any such assets not so disposed shall be distributed by order of the Superior Court of Florida, 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 VIII.

The corporation shall have no stockholders, no capital stock, and shall have no members. No individual shall have any ownership right or interest in the assets of the corporation and such assets shall, upon dissolution of the corporation, only be distributed as provided in these Articles of Incorporation.

#### ARTICLE IX.

The entire management of the affairs of the corporation shall be vested in the Board of Directors, the number of members of which and their duties and manner of election or appointment shall be as provided in these Articles of Incorporation and in the By-Laws of the corporation.

#### ARTICLE X.

The members of the Board of Directors will be appointed to two-year terms by the Executive Director of the City of Fort Myers Housing Authority.

#### ARTICLE XI.

The mailing address of the initial registered and principal office of the corporation shall be at 4224 Michigan Avenue, Fort Myers, FL 33901 and the initial registered agent of the corporation is Flossie M. Riley at the same address.

## ARTICLE XII.

The directors of the corporation shall have no personal liability whatsoever for any debts or liabilities of the corporation or for monetary damages for breach of duty of care or other duty owed as a director provided, however, that such limitation shall not apply to the liability of a director for:

- a) Any appropriation, in violation of his duties, of any business opportunity of the corporation;
- b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
- c) Any transaction from which the director derived an improper personal benefit.

The private property of the directors shall be exempt from execution or other liability for any debts of the corporation.

## ARTICLE XIII.

The directors and officers of the corporation shall be indemnified as of right to the fullest extent now or hereafter or permitted by law in connection with any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding (whether brought by or in the name of the corporation or otherwise) arising out of their service to the corporation or to another organization at the request of the corporation. The corporation may purchase and maintain insurance to protect itself and any such director or officer against any liability asserted against him and incurred by him in respect of such service whether or not the corporation would have the power to indemnify him against such liability by law or under the provisions of this Article shall be applicable to actions, suits or proceeding commenced after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption hereof, and to directors or officers who have ceased to render such service, and shall inure to the benefit of the heirs, executors, and administrators of the directors and officers referred to in this Article.

The foregoing restatement and amendment was adopted by the Directors of the corporation on the 14th day of April, 1998.

The number of votes cast for the restatement and amendment by the Directors was sufficient for approval. No membership approval is required to amend these Articles.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

FORT MYERS RESIDENTS ASSISTANCE,  
CORP.

By: Flossie M. Riley  
Flossie M. Riley, President

By: Angelia C. Smith  
Angelia C. Smith, Secretary

I hereby acknowledge and accept the assignment of registered agent for this corporation.

Flossie M. Riley  
Flossie M. Riley, Registered Agent