

FEB 14 2018

file first
(10 of 4)

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 069127 4983A

AUTHORIZATION :

COST LIMIT : \$43.75

ORDER DATE : February 13, 2018

ORDER TIME : 1:14 PM

ORDER NO. : 069127-005

CUSTOMER NO: 4983A

DOMESTIC AMENDMENT FILING

NAME: TCB FLORIDA AFFORDABLE
HOUSING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: _____

Articles of Amendment
to
Articles of Incorporation
of

FILED

18 FEB 13 AM 11:14

TCB Florida Affordable Housing, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N99000005399

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Owl Tallahassee Housing, Inc.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

1200 Anastasia Avenue

Suite 300

Coral Gables, FL 33134

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

1200 Anastasia Avenue

Suite 300

Coral Gables, FL 33134

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D, T</u>	<u>Russell Tanner</u>	<u>c/o The Community Builders, Inc.</u> <u>185 DARTMOUTH STREET</u> <u>BOSTON, MA 02116</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D, S</u>	<u>Nina Schwarzschild</u>	<u>c/o The Community Builders, Inc.</u> <u>185 DARTMOUTH STREET</u> <u>BOSTON, MA 02116</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D, P</u>	<u>Bartholomew J. Mitchell</u>	<u>c/o The Community Builders, Inc.</u> <u>185 DARTMOUTH STREET</u> <u>BOSTON, MA 02116</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Samuel J. Dubbin</u>	<u>c/o Owl Tallahassee Housing, Inc.</u> <u>1200 Anastasia Avenue, Suite 300</u> <u>Coral Gables, FL 33134</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Matthew D. Thomas</u>	<u>c/o Owl Tallahassee Housing, Inc.</u> <u>1200 Anastasia Avenue, Suite 300</u> <u>Coral Gables, FL 33134</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Daniel J. Zailskas</u>	<u>c/o Owl Tallahassee Housing, Inc.</u> <u>1200 Anastasia Avenue, Suite 300</u> <u>Coral Gables, FL 33134</u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE III PURPOSES, CONTINUATION SHEET. The last paragraph that starts on page 3 of the Continuation Sheet and which continues on page 4 of the Continuation Sheet is hereby deleted in its entirety and replaced with the following paragraph:

"Except as may be otherwise required by law, the Corporation may, at any time, dissolve by the affirmative vote of a majority of the total number of directors of the Corporation entitled to vote. Upon any such dissolution of the Corporation, the assets (if any) of the Corporation remaining after payment of the Corporation's debts, obligations and liabilities shall be distributed to such other organization(s) which have exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code similar to the Corporation's exempt purposes, provided any such organization(s) (a) are organized and operated for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and (b) have established federal tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Any such distribution of any such remaining assets shall otherwise be in accordance with Florida law. Notwithstanding the foregoing, if the directors of the Corporation are not able to identify organizations that satisfy the foregoing qualifications, the Corporation shall be entitled to seek approval of a court of competent jurisdiction to apply such assets for exempt purposes within the meaning of Section 501(c)(3) of the Code in accordance with the cy pres doctrine."

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: N/A
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 7, 2018

Signature Samuel J. Dubbin
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Samuel J. Dubbin

(Typed or printed name of person signing)

President

(Title of person signing)

EXHIBIT B

OWL TALLAHASSEE HOUSING, INC.

Amendment to Bylaws

1. Section 1.1 of the Bylaws is stricken in its entirety and replaced with the following:

"1.1 Name. The name of the Corporation shall be "Owl Tallahassee Housing, Inc."

2. Section 1.2 of the Bylaws is stricken in its entirety and replaced with the following:

"1.2 Principal Office. The principal office of the Corporation is 1200 Anastasia Avenue, Suite 200, Coral Gables, FL 33134. The Board of Directors may, from time-to-time, change the principal office to be such office as shall be recorded in resolutions duly adopted at any meeting of the Board of Directors or in a unanimous written action of the Board of Directors."

3. The following sentence shall be added after the first sentence of Section 5.1 of the Bylaws:

"At the determination of the Directors, the Corporation shall have no Assistant Treasurer or Assistant Secretary."

Except as set forth above, the Bylaws remain unmodified and in full force and effect.

* * * * *