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CAPITAL CONNECTION, INC.

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

Amelia Island Housing  
Finance Corporation

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ Art of Inc. File

☐ 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

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

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TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

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Will Pick Up

11/04 9:40

8/11/4/99

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ARTICLES OF INCORPORATION

OF

AMELIA ISLAND HOUSING FINANCE CORPORATION

a Florida Corporation Not-For-Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified, and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the corporation shall be AMELIA ISLAND HOUSING FINANCE CORPORATION (the "Corporation").

ARTICLE II

PURPOSE

The purpose of the corporation is (i) to acquire, plan, develop, provide, construct, improve, equip, finance, own, operate and manage an assisted living facility known as "Amelia Trace" and to develop and construct independent senior housing and apartments; (ii) to borrow funds and to execute any documents necessary for such borrowing, including, but not limited to, its bonds or notes; and (iii) to do all other things necessary or appropriate for the accomplishment of the foregoing purposes, all of which are public purposes in furtherance of the purposes of the CITY OF FERNANDINA BEACH, FLORIDA, for the economic development and social welfare of said City of Fernandina Beach. The corporation shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the project in accordance with the terms, provisions and authorizations contained herein, and in the Bylaws established pursuant to the requirements

of these Articles, and further, may exercise all powers granted to a corporation association under the Act.

### **ARTICLE III**

#### **POWERS AND DUTIES**

The Corporation shall have all those powers granted to corporations not for profit under applicable law that are necessary or appropriate to carry out the purposes of the Corporation set forth herein. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or to any other private persons; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a nonprofit corporation under the Florida Not for Profit Corporation Act, as amended.

### **ARTICLE IV**

#### **MEMBERSHIP**

The corporation shall have one member which shall be the CITY OF FERNANDINA BEACH.

### **ARTICLE V**

#### **EXISTENCE**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. Upon the dissolution of the corporation's affairs, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, distribute, transfer, convey, deliver and pay over all of the assets of the corporation then remaining in the hands of the corporation to the CITY OF FERNANDINA BEACH, to be used exclusively for public purpose. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Circuit Court of the Fourth Judicial Circuit, State of Florida, shall make such distribution,

exclusively upon the application of one or more persons having residence in the City of Fernandina Beach, Florida.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 204 Ash Street, Fernandina Beach, Florida, but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

**ARTICLE VII**  
**DIRECTORS**

The Corporation shall have a Board of Directors in which all powers of the Corporation shall be vested and which shall consist of not less than five (5) directors. The directors shall serve without compensation, except that they shall be reimbursed for their expenses incurred in and about the performance of their duties as directors. The City Commission of the City of Fernandina Beach shall appoint the directors and they shall be appointed so that they hold office for staggered four-year terms. Subsequent to the appointment of the original Board of Directors for the first term of office in the manner prescribed in this paragraph, as the term of office of each director expires, a successor director shall be appointed by the same appointment process used in the appointment of a particular director whose term has expired. In the event of a vacancy due to death, resignation or removal of a director, then a successor shall be appointed to complete the remainder of the term by the same appointment process by which such deceased, resigned or removed director was appointed. If at the expiration of any term of office of any director a successor thereto shall not have been appointed, then the director whose term of office shall have expired shall continue to hold office until a successor is appointed.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the initial terms as hereinbelow designated, and thereafter

until their successors are elected and have qualified, are as follows:

<u>Name of Director</u>	<u>Address</u>	<u>Initial Term</u>
PAUL C. BURNS	2100 So. Fletcher Ave. Fernandina Beach, FL 32034	4 yrs.
FRANK R. COLE	2002 Atlantic Ave. Fernandina Beach, FL 32034	4 yrs.
LORRAINE CORBETT	1803 Highland Drive Fernandina Beach, FL 32034	4 yrs.
MAVIS JUMP	1543 Canterbury Lane Fernandina Beach, FL 32034	3 yrs.
GEORGE THOMPSON	331 South 12 <sup>th</sup> Street Fernandina Beach, FL 32034	3 yrs.

#### ARTICLE VIII REMOVAL OF DIRECTORS

Any director appointed to the Board of Directors may be removed therefrom with or without cause by the City Commission of the City of Fernandina Beach, in the manner provided by Florida Statutes.

#### ARTICLE IX LIABILITY

In addition to all immunities and protection against liability otherwise afforded by law to the directors of the Corporation, no director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate any liability which a director might otherwise have:

- (A) for any appropriation in violation of the director's duties, of any business opportunity of the Corporation;
- (B) for any acts or omissions which involve intentional misconduct or a knowing violation of the law;
- (C) for the types of liability set forth in Section 617.0834, Florida Statutes, as amended; or
- (D) for any transaction from which the director received an improper personal benefit; provided that the provisions of this Article IX shall not eliminate or limit any liability which a director might otherwise have for any act or omission prior to the effective date of these Articles of Incorporation.

**ARTICLE X**  
**INCORPORATORS**

The Incorporator under these Articles of Incorporation and his respective address, is set forth below:

Wesley R. Poole  
303 Centre Street  
Fernandina Beach, FL 32034

**ARTICLE XI**  
**BYLAWS**

The original Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors of the Corporation at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by affirmative vote of four-fifths (4/5) of the votes entitled to be cast by the directors.

ARTICLE XII  
NON-RELIGIOUS PURPOSE

The Corporation is not a religious corporation.

IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 3rd day of NOVEMBER, 1999.

Wesley R Poole  
WESLEY R. POOLE  
Incorporator

STATE OF FLORIDA  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 3rd day of November, 1999, by WESLEY R. POOLE, who ☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification.



Frances G. Burgess  
MY COMMISSION # CC809807 EXPIRES  
March 16, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

Frances G. Burgess  
Name: FRANCES G. BURGESS  
Notary Public, State of Florida  
My Commission Expires:

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

AMELIA ISLAND HOUSING FINANCE CORPORATION, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 204 ASH STREET, FERNANDINA BEACH,  
FLORIDA 32034, HAS NAMED WESLEY R. POOLE, LOCATED AT 303 CENTRE  
STREET, SUITE 200, FERNANDINA BEACH, FLORIDA 32034, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

AMELIA ISLAND HOUSING FINANCE  
CORPORATION

By: Wesley R Poole  
Wesley R. Poole  
Incorporator

DATED: 11-3-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

Wesley R Poole  
WESLEY R. POOLE  
Resident Agent

DATED: 11-3-99

[AIHFC/ARTINC.non]