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BASIC AMENDMENT

PALATKA RETIREMENT VILLAS, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PALATKA RETIREMENT VILLAS, INC.
(Document Number 757880)**

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:

1. The name of the corporation is: **PALATKA RETIREMENT VILLAS, INC.**
2. Article VII of the corporation's Restated Articles of Incorporation is hereby added to read as follows:

ARTICLE VII

COMPLIANCE WITH HUD REQUIREMENTS.

(a) If any provision of Articles of Incorporation or the By- Laws of the Corporation conflict with the terms of the HUD-insured note, mortgage, security agreement or HUD Regulatory Agreement relating to the Project ("HUD Loan Documents"), the provisions of the HUD Loan Documents will control.

(b) No provision required by HUD to be inserted into the organizational documents of the Corporation may be amended without prior HUD approval, so long as HUD is the insurer or holder of the note.

(c) No provision in the organizational documents of the Corporation that results in any of the following will have any force or effect without the prior written consent of HUD:

- (1) Any amendment that modifies the term of the Corporation ;
- (2) Any amendment that activates the requirement that a HUD previous participation certification be obtained from any additional member, director or officer;
- (3) Any amendment that in any way affects the note, mortgage, and security agreement on the Project or the Regulatory Agreement between HUD and the Corporation;
- (4) Any amendment that would authorize any member, director, officer or party other than the designated member, director or officer hereinafter named or any pre-approved successor officer to bind the Corporation for all matters concerning the Project which require HUD's consent or approval;

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(5) A change in the designated officer hereinafter named or any pre-approved successor officer (s) of the Corporation; or

(6) Any change in a guarantor of any obligation to HUD.

(d) The Corporation is authorized to execute a note, mortgage, security agreement or any document related thereto in order to secure a loan to be insured by HUD and to execute the Regulatory Agreement and other documents required by HUD in connection with the HUD-insured loan.

(e) Any incoming member, director or officer of the Corporation shall be bound by the note, mortgage, security agreement, the Regulatory Agreement and any other documents required in connection with the HUD-insured loan to the same extent and on the same terms as the other members, directors or officers.

(f) Notwithstanding any other provisions, upon any dissolution of the Corporation, no title or right to possession and control of the Project, and no right to collect the rents from the Project, shall pass to any person who is not bound by the Regulatory Agreement in a manner satisfactory to HUD.

(g) The members, directors and/or officer and any assignee of any member, director or officer are liable in their individual capacity to HUD for:

(1) Funds or property of the project coming into their possession, which by the provisions of the Regulatory Agreement, the member, director, officer, person or entity is not entitled to retain;

(2) Their own acts and deeds, or acts and deeds of others which the member, director or officer has authorized, in violation of the provisions of the Regulatory Agreement;

(3) the acts and deeds of affiliates, as defined in the Regulatory Agreement, which the member, director, officer, or entity has authorized in violation of the provisions of the Regulatory Agreement; and

(4) As otherwise provided by law.

(h) The Corporation shall not voluntarily be dissolved or converted to another form of entity without the prior written approval of HUD.

(i) The Corporation hereby designates Alma Ballard as its official representative for all matters concerning the project which require HUD consent or approval. The signature of this person will bind the Corporation in all such matters. The Corporation may from time to time appoint a new representative to perform this function, but within 3 business days of doing so, will provide HUD with written notification of the name, address, and telephone number of its new

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representative. When a person other than the person identified above has full or partial authority of management of the project, the Corporation will promptly provide HUD with the name of the person and the nature of the that person's management authority.

(j) That unless otherwise approved by HUD, the Corporation shall be strictly operated as a single asset entity as described in paragraph 6(f) of the Regulatory Agreement

(k) That notwithstanding any other provision contained herein, unless otherwise approved by HUD, any and all distributions by the Corporation shall only be made be in accordance with the Regulatory Agreement.

3. The date of the amendment's adoption is November 3, 2005.

4. There are no members entitled to vote on the Amendment. The Amendment was adopted by the Board of Directors.

PALATKA RETIREMENT VILLAS,
INC.

By: Alma Ballard
Printed Name: Alma Ballard
Its: Secretary

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