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AUTHORIZATION : *Patricia Pijoto*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 2, 2000

ORDER TIME : 11:06 AM

ORDER NO. : 717983-010

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CUSTOMER NO: 81624A

CUSTOMER: Ms. Donna Heisenbottle
J. Patrick Fitzgerald, Pa
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: ST. BONIFACE GARDENS, INC.

EFFECTIVE DATE:

COULLETTE JUN 0 2 2000

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 JUN -2 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. BONIFACE GARDENS, INC.
(A not-for-profit corporation)**

FILED
JUN - 2 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ST. BONIFACE GARDENS, INC., a Florida not-for-profit corporation (the "Corporation"), having its principal office at 9401 Biscayne Blvd., Miami Shores, Florida 33138, and originally incorporated under the aforesaid name on January 24, 2000, hereby certifies to the Department of State that:

FIRST: The following Amended and Restated Articles of Incorporation were duly adopted by the Members at a meeting duly called on May 9, 2000, at which a majority were present and unanimously adopted these Amended and Restated Articles of Incorporation and unanimously approved, which is the only requirement to amend and restate these Articles of Incorporation, pursuant to the authority and provisions of the Florida Statutes and existing Articles of Incorporation and Bylaws of St. Boniface Gardens, Inc., further, these Amended and Restated Articles of Incorporation shall be effective as of May 9, 2000.

BE IT RESOLVED that the Articles of Incorporation of the Corporation are hereby amended and restated by striking in their entirety Articles ONE through NINE, inclusive and by substituting the following in lieu thereof:

**ARTICLE I
NAME AND REGISTERED AGENT**

(A) The name of the corporation is St. Boniface Gardens, Inc., a Florida not for profit corporation.

(B) The existence of the corporation shall be perpetual and shall commence its existence on the date of filing and assignment of charter number.

(C) The principal office of the corporation will be located at 9401 Biscayne Boulevard, Miami Shores, Florida 33138.

(D) The resident agent of the corporation is J. Patrick Fitzgerald, Esquire, whose post office address is J. Patrick Fitzgerald, P.A., 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

ARTICLE II PURPOSE

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) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped 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) 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 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 Internal revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III
POWER

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 accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the housing act of 1959, as amended, or 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 or project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertaking 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) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II (a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, 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 IV
BOARD OF DIRECTORS

The number of directors of the corporation shall be no less than seven (7) nor more than fifteen (15) and shall be elected by the members of the corporation from the membership. Only members of the corporation may sit as a director. The initial members and directors are set below:

Name	Address
Rev. Msgr. John J. Vaughan	9401 Biscayne Blvd., Miami Shores, FL 33138
Rev. Msgr. William J. Hennessey	9401 Biscayne Blvd., Miami Shores, FL 33138
Rev. Thomas G. Honold	1050 N.E. 125 St., Miami, FL 33161
Joseph M. Catania	9401 Biscayne Blvd., Miami Shores, FL 33138
Arnaldo Lopez	9401 Biscayne Blvd., Miami Shores, FL 33138
Very Rev. Tomas M. Marin	9401 Biscayne Blvd., Miami Shores, FL 33138
Rev. Antonio Silio	8330 Johnson St., Pembroke Pines, FL

The directors shall serve without compensation.

Membership in the corporation shall, at all times, be limited to individuals who subscribe to the purposes of this corporation as contained herein and are approved by the Archbishop of the Archdiocese of Miami, or his successor in office. In the event he or his successor in office withdraw said approval, then such withdrawal of approval shall be construed as resignation as a member and director of this corporation.

The officers of this corporation as provided by the Bylaws 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 (1) year.

Where the term "Director" or "Directors" is used in connection with the governing Board of this corporation, it shall be interchangeable with the term "Trustee" or "Trustees" in connection with the governing Board of this corporation.

ARTICLE V
OFFICERS OF THE CORPORATION

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) 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. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

Rev. Msgr. John J. Vaughan	President
Rev. Msgr. William J. Hennessey	Vice President
Joseph M. Catania	Secretary/Treasurer

ARTICLE VI
MEETINGS

The annual meeting of the Board governing this corporation shall be held in accordance with the Bylaws.

ARTICLE VII
BYLAWS

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 II hereof.

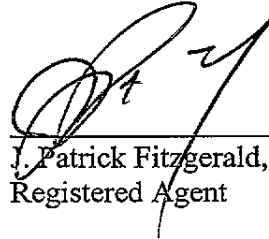
ARTICLE VIII
AMENDMENT

Section 1. 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.

Section 2. These Articles of Incorporation may be amended by a majority vote of the membership at any regular meeting, or any special meeting called for that purpose, after first giving at least ten (10) days notice to the membership, subject to the provision of Article VII herein.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the responsibilities and agrees to serve as Registered Agent of St. Boniface Gardens, Inc., a Florida not for profit corporation.



J. Patrick Fitzgerald, Esquire
Registered Agent

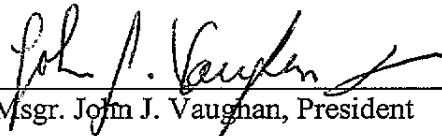
CERTIFICATION

I, the undersigned Rev. Msgr. John J. Vaughn of St. Boniface Gardens, Inc., a Florida not for profit corporation, do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at a special meeting of the Members of St. Boniface Gardens, Inc., duly called for and held on May 9, 2000, at which a majority of Members were present:

BE IT RESOLVED that the Articles of Incorporation be and are hereby amended to read as per Exhibit "A" attached hereto and made a part hereof.

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Charter or Bylaws governing the Corporation.

WITNESS my hand and seal at Miami this 9 day of May, 2000.



Rev. Msgr. John J. Vaughn, President

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9 day of May, 2000, by Rev. Msgr. John J. Vaughn, as President of St. Boniface Gardens, Inc., a Florida not for profit corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



NOTARY PUBLIC, State of Florida

My Commission Expires:

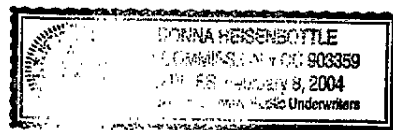


EXHIBIT "A"

The following articles are being amended from the existing Articles of Incorporation:

<u>EXISTING ARTICLES</u>	<u>AMENDED AND RESTATED ARTICLES</u>
Two	Amended
Three	Amended
Five	Amended
Seven	Renamed Article VIII and amended
Eight	Renamed Article VII and amended