

VO6000009787

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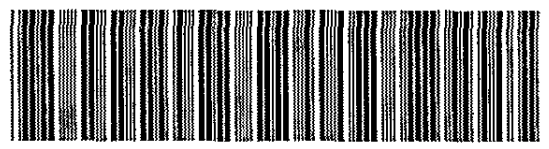
(Business Entity Name)

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Amended
SJL

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06 OCT -2 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE AMERICAN DREM FOUNDATION, INC.

DOCUMENT NUMBER: N06000009787

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam, Linn
(Name of Contact Person)

RJ International Development Group, LLC.
(Firm/ Company)

2385 Executive Center Drive, Suite 100
(Address)

Boca Raton, FL. 33431
(City/ State and Zip Code)

For further information concerning this matter, please call:

Adam Linn at (561) 347-8046 ext. 8470
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

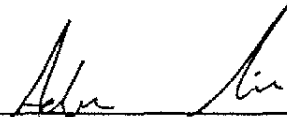
Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

The date of adoption of the amendment(s) was: 09/19/2006

Effective date if applicable: 09/19/2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

Signature 
(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.)

Adam Linn
(Typed or printed name of person signing)

registered agent/ Incorporator
(Title of person signing)

FILING FEE: \$35

**FIRST AMENDMENT TO ARTICLES
OF
THE AMERICAN DREAM FOUNDATION, INC.**

This Amendment is made as a follow up to the corporation's E-filing and is amended now for the purpose of clarification to all articles Numbers and Article Titles.

The undersigned, for the purpose of a **non-profit corporation**, hereby adopts the following Articles:

**ARTICLE I
NAME**

The name of the corporation is:
THE AMERICAN DREAM FOUNDATION, INC.

**ARTICLE II
PRINCIPLE PLACE OF BUSINESS**

The Initial principle place of business:
**2385 Executive Center Drive, Suite 100
Boca Raton, Florida 33431**

**ARTICLE III
PURPOSE OF CORPORATION**

The corporation is a non-profit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Florida Non-Profit Corporation Act as may be necessary or appropriate to fulfilling the purposes for which the corporation is organized, Notwithstanding any other provision of these Articles of Incorporation, the corporation shall neither have nor exercise any power, nor shall it carry on any other activities not permitted to be carried on (a) by a corporation that is exempt from federal income tax section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future United States Internal Revenue Law (hereafter referred to as the "Code"), or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the code.

The corporation is organized exclusively for charitable purposes, including but not limited to: facilitation in the execution of the rehabilitation, new construction, and development and construction of affordable housing, workforce Housing, rental properties and commercial properties for the housing of low to moderate income families and businesses (as defined by HUD regulations and Work Force Housing Regulations in the State), with funds from the Department of Housing and Urban Development HUD, State,

The corporation shall engage in any other activity necessary for the achievement of its objectives subject to the restrictions of chapter 617 of the Florida Statutes relating to corporations not for profit, other than those activities which may disqualify the corporation under Section 501 (c) (3) of the Internal Revenue Code of 1986 and for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the code.

ARTICLE IV **PROHIBITIONS**

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 rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of this corporation. 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 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 (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE V **TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

ARTICLE VI **DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government for a public purpose. Any such assets not 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 VII
BYLAWS AND AMENDMENTS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors/Officers. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not to be carried on: By a corporation exempt from federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986(or the corresponding provision of any United States internal Revenue Law).

ARTICLE VIII
BOARD OF DIRECTORS

To be appointed, and serve in accordance with the terms of the bylaws of the Corporation. The Board of Directors/Officers shall consist of no fewer than three (3) or, if larger, the number required by law.

The initial Board of Directors/ Officers of the corporation shall be:

1. President: RJ International Development Group, LLC.
2385 Executive Center Drive, Suite 100 Boca Raton, Florida 33431
2. Vice President: Legacy International Construction and Development Corporation
255 N.E. 2nd Ave, Delray Beach, Florida 33444
3. Sec: Moss Development Corporation
6680 Rivermill Club Drive, Lake Worth, Florida 33463

ARTICLE IX
INITIAL REGISTERED AGENT

The street address of the Corporations initial registered office is 2385 Executive Center Drive, Suite 100 Boca Raton, Florida 33431. The Name of the initial registered agent at such office is the office of **Adam Linn**

ARTICLE X
INCORPORATOR

The name and address of the incorporator of the corporation is **RJ International Development Group, LLC. 2385 Executive Center Drive, Suite 100. Boca Raton, Florida 33431**

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, party to any action, suit, or proceeding by reason of fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the Corporation as an agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XII
AMENDMENTS OF ARTICLES

These articles of incorporation may be amended in the manner provided by law. The power to amend these Articles of Incorporation shall be vested in the Board of Directors/ Officers.

ARTICLE XIII
LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the corporation shall be liable for debts of the corporation.

ARTICLE XIV
EFFECTIVE DATE

These Articles shall be effective immediately upon approval of the Secretary of State, State of Florida

IN WITNESS WHEREOF, the undersigned has executed these Articles as of the 19th of September, 2006.


For The Firm
RJ International Development Group, LLC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for **THE AMERICAN DREAM FOUNDATION, INC.** at the place designated in the articles of incorporation; (I) I agree to act in this capacity;(II) I agree to Comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (III) I accept the duties and obligations or acting as registered agent pursuant to Section 617.0513 of the Florida Not For Profit Corporation Act.

Dated as of September 19th, 2006
Adam Linn

By: 