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September 6, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

JUBILEE COMMUNITY DEVELOPMENT CORPORATION

8323 SW 107TH AVENUE

B

MIAMI, FL 33173US

SUBJECT: JUBILEE COMMUNITY DEVELOPMENT CORPORATION

REF: N93000004338

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file either the Amended and Restated Articles OR the Restated Articles. If you wish to file the Amended and Restated Articles you must add the date of adoption by the members and the officer & registered agent's signature. If you wish to file the restated articles they are complete and include everything we need according to statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H10000218579
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JUBILEE COMMUNITY DEVELOPMENT CORPORATION
(A Florida Not For Profit Corporation)

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Document No. N93000004338

Pursuant to the provisions of sections 617.1006 and 617.1007, Florida Statutes, Jubilee Community Development Corporation, a Florida not for profit corporation (the "Corporation"), adopts the following amendments to, and restates, its Articles of Incorporation:

FIRST: Article II of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation shall be 8323 SW 107 Avenue, #B, Miami, Florida 33173."

SECOND: Article III of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE III
PURPOSES

This Corporation is a not-for-profit corporation, organized for educational and various charitable purposes, including but not limited to the following:

1. To promote the development of adequate, low-income housing to meet the needs of the poor and low-income residents of south Florida;
2. To engage in the organization of non-profit (a) housing developments with resident ownership, and (b) rental housing for homeless, moderate-income, and low-income persons;
3. To provide the education, training and other related assistance necessary for low-income individuals and groups to become self-sufficient in order to own, manage, and operate housing and other related enterprises in south Florida;
4. To assist in obtaining the financial and other support required for the purposes of the Corporation;
5. To receive, administer, invest, sell, lease, or apply property in any form, or the income therefrom, for the purposes described herein; and

6. For the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter, the "Code", which term shall include the corresponding section of any future federal tax code)."

THIRD: Article IV of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE IV
NO MEMBERSHIP AND CORPORATE EXISTENCE

The Corporation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote by the Board of Directors. The Corporation shall have perpetual existence."

FOURTH: Article V of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE V
REGISTERED AGENT AND OFFICE

The street address of the registered office of the Corporation is 8323 SW 107 Avenue, #B, Miami, Florida 33173. The name of the Corporation's registered agent at that address is Francis V. Gudorf."

FIFTH: Article VI of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three no more than seven directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The names and addresses of the persons who are serving as directors of the Corporation as of the date of the adoption of these Restated Articles of Incorporation are as follows:

Fr. James J. McCreanor
Sacred Heart Catholic Church
106 SE 1st Drive
Homestead, Florida 33030

Prof. David Fike
188 Whitehorn Drive
Miami Springs, Florida 33166-5020

Lillie M. Williams
1180 NW 50th Street
Miami, Florida 33127-2234

Rev. Dr. Jonas Georges
All Nations Presbyterian Church
16951 NE 4th Avenue
North Miami Beach, Florida 33162-2353

SIXTH: Articles VII and VIII of the Articles of Incorporation are deleted in their entirety.

SEVENTH: Article IX of the Articles of Incorporation of the Corporation is renumbered Article VII and is amended in its entirety to read as follows:

"ARTICLE VII
TAX EXEMPT STATUS

The Corporation is a not-for-profit corporation organized to provide a broad source of community support.

It is the express purpose of these Restated Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to organizations which are organized and operated exclusively for charitable, cultural and educational purposes within the purview of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

The Corporation shall be entitled to make distributions to another not-for-profit entity which is qualified as an exempt organization under Section 501(c)(3) of the Code.

No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including publishing or distributing statements, any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as proved by law to one or more not-for-profit organizations (as determined by the Corporation), as described in the Code. Any such assets not so disposed of shall be disposed by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code."

EIGHTH: Article X of the Articles of Incorporation of the Corporation is renumbered Article IX.

NINTH: New Articles VIII, X and XI are added to the Articles of Incorporation of the Corporation to read as provided below.

TENTH: The Articles of Incorporation of the Corporation as so amended are restated in their entirety and shall hereafter read as follows:

"AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

JUBILEE COMMUNITY DEVELOPMENT CORPORATION
(A Florida Not-For-Profit Corporation)

The undersigned, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), adopt the following Restated Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation shall be JUBILEE COMMUNITY DEVELOPMENT CORPORATION (hereinafter called the "*Corporation*").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation shall be 8323 SW 107 Avenue, #B, Miami, Florida 33173.

ARTICLE III
PURPOSES

This Corporation is a not-for-profit corporation, organized for educational and various charitable purposes, including but not limited to the following:

1. To promote the development of adequate, low-income housing to meet the needs of the poor and low-income residents of south Florida;
2. To engage in the organization of non-profit (a) housing developments with resident ownership, and (b) rental housing for homeless, moderate-income, and low-income persons;
3. To provide the education, training and other related assistance necessary for low-income individuals and groups to become self-sufficient in order to own, manage, and operate housing and other related enterprises in south Florida;
4. To assist in obtaining the financial and other support required for the purposes of the Corporation;
5. To receive, administer, invest, sell, lease, or apply property in any form, or the income therefrom, for the purposes described herein; and
6. For the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter, the "Code", which term shall include the corresponding section of any future federal tax code).

ARTICLE IV
NO MEMBERSHIP; CORPORATE EXISTENCE

The Corporation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote by the Board of Directors. The Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND OFFICE

The street address of the registered office of the Corporation is 8323 SW 107 Avenue, #B, Miami, Florida 33173. The name of the Corporation's registered agent at that address is Francis V. Gudorf.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three no more than seven directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The names and addresses of the persons who are serving as directors of the Corporation as of the date of the adoption of these Restated Articles of Incorporation are as follows:

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Homestead, Florida 33030

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1180 NW 50th Street
Miami, Florida 33127-2234

Rev. Dr. Jonas Georges
All Nations Presbyterian Church
16951 NE 4th Avenue
North Miami Beach, Florida 33162-2353

ARTICLE VII
TAX EXEMPT STATUS

The Corporation is a not-for-profit corporation organized to provide a broad source of community support.

It is the express purpose of these Restated Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to organizations which are organized and operated exclusively for charitable, cultural and educational purposes within the purview of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

The Corporation shall be entitled to make distributions to another not-for-profit entity which is qualified as an exempt organization under Section 501(c)(3) of the Code.

No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including publishing or distributing statements, any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as proved by law to one or more not-for-profit organizations (as determined by the Corporation), as described in the Code. Any such assets not so disposed of shall be disposed by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code.

ARTICLE VIII DIRECTORS' QUALIFICATIONS, DUTIES, TERMS, QUORUM; ETC.

The qualifications, manner of election, duties, terms and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws of the Corporation as amended from time to time in accordance therewith. At all meetings of the Board of Directors, a quorum shall consist of one-third of the Board of Directors in office and entitled to vote.

ARTICLE IX
DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify, and hold harmless, every registered agent, director and officer, and his or her heirs, personal representatives and administrators against liability and expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE X
BYLAWS

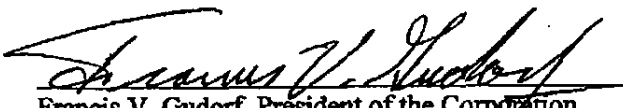
The Bylaws of the Corporation shall be adopted and amended by the Board of Directors by majority vote of the Board of Directors at a meeting at which a quorum is present and acting.

ARTICLE XI
AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted by the Board of Directors by majority vote of the Board of Directors at a meeting at which a quorum is present and acting."

The foregoing amendments and restatement as reflected in these Amended and Restated Articles of Incorporation were adopted by the members of the Corporation on Aug. 24, 2012, and the number of votes cast for the amendments was sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation as of this 24th day of August, 2012.


Francis V. Gudorf, President of the Corporation

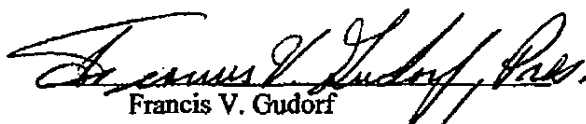
**ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is JUBILEE COMMUNITY DEVELOPMENT CORPORATION
2. The name and address of the registered agent and registered office is:

Francis V. Gudorf
8323 SW 107 Avenue, #B
Miami, Florida 33173

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Francis V. Gudorf

Date: August 24, 2012