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BASIC AMENDMENT

THE CATHEDRAL FOUNDATION OF JACKSONVILLE, INC.

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**ARTICLES OF AMENDMENT TO
SECOND AMENDED AND RE-STATED ARTICLES OF INCORPORATION OF
CATHEDRAL FOUNDATION OF JACKSONVILLE, INC.**

Pursuant to Section 617.1002, Florida Statutes (1997), the following amendments to the Articles of Incorporation of Cathedral Foundation of Jacksonville, Inc. are adopted:

1. New ARTICLE X is created to read:

ARTICLE X

Powers

The corporation shall have all powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws. However, to the extent of conflict, if any, between the provisions of this Article X and the provisions of paragraphs (a), (b) and (c) of Article II or the provisions of Article IX, the provisions of such other Articles shall control.

2. ARTICLE VI is amended and re-stated to read:

ARTICLE VI

Directors and Officers

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than five nor more than twenty-five directors, as determined from time to time as provided in the By-Laws. The Rector of St. John's Parish, Jacksonville, Florida, shall be one of the directors and shall serve as Vice Chairman of the Board of Directors. The Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Secretary and Treasurer.

These amendments have been adopted on November 18, 1999 by the members of the corporation, and the number of votes cast for the amendment was sufficient for approval.

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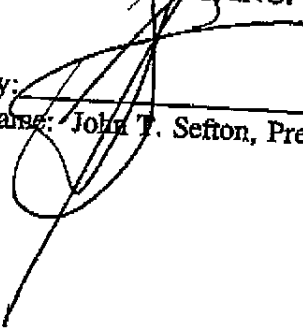
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IN WITNESS WHEREOF, Cathedral Foundation of Jacksonville, Inc. has caused its duly authorized corporate officer to execute these Articles of Amendment as of the ~~22nd~~ ^{23rd} day of November, 1999.

CATHEDRAL FOUNDATION OF
JACKSONVILLE, INC.

By: 

Name: John T. Sefton, President