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Account Name : ROGERS, TOWERS, BAILEY, ET AL
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BASIC AMENDMENT

THE CATHEDRAL FOUNDATION OF JACKSONVILLE, INC.

Certificate of Status	0
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AMEND
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CATHEDRAL FOUNDATION OF JACKSONVILLE, INC.

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, the Articles of Incorporation of Cathedral Foundation of Jacksonville, Inc., a Florida corporation not for profit, as heretofore amended and restated and further amended, are hereby further amended as follows:

1. ARTICLE VI is amended to read in its entirety as follows:

ARTICLE VI

Directors and Officers

The business and affairs of the Corporation shall be managed under the direction of 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 Bylaws. 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 Board of Directors may elect such officers as it may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Secretary and Treasurer.

2. ARTICLE VIII is amended to read in its entirety as follows:

ARTICLE VIII

Bylaws

Bylaws of the Corporation may be adopted and amended by the Board of Directors of the Corporation 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 with the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development.

The foregoing amendments were adopted by the members of the Corporation on November 15, 2004, and the number of votes cast for the amendments was sufficient for approval.

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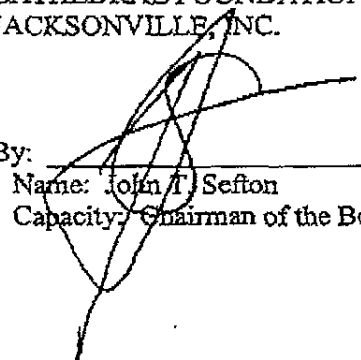
APR. 4. 2005 3:03PM ROGERS TOWERS

NO. 0574 P. 3

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IN WITNESS WHEREOF, these Articles of Amendment have been executed by
the Chairman of the Board of Cathedral Foundation of Jacksonville, Inc., as of the 15th
day of November, 2004.

CATHEDRAL FOUNDATION OF
JACKSONVILLE, INC.

By: 
Name: John T. Sefton
Capacity: Chairman of the Board