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625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

August 4, 1998

Clearwater

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

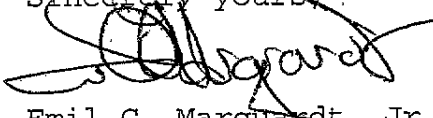
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Re: COMMUNITY SERVICE FOUNDATION, INC.

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of Certificate of Amendment to articles for the referenced corporation, together with our firm check in the amount of \$35 representing required filing fee. Please cause the same to be properly filed and return confirmation of same to me at your convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Emil C. Marquardt, Jr.

ECM:koh
Enclosures

cc: Community Service Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 10 1998

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMMUNITY SERVICE FOUNDATION, INC.

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.
2. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Trustees of the Corporation (who are the members of the Corporation) on April 15, 1998. The number of votes cast for the amendment was sufficient for approval.
3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

ARTICLE I

NAME

The name of the corporation is Community Service Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

ADDRESS

The address of the Corporation's principal place of business and the mailing address of the Corporation is 925 Lakeview Road, Clearwater, FL 33756.

ARTICLE III

TERM

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code"), and, in furtherance of these purposes, the Corporation may:

- (a) Provide decent affordable housing and related services to those who struggle to maintain a stable living environment for themselves and their families.
- (b) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.
- (c) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.
- (d) Engage in any lawful act or activity in furtherance of

these purposes for which corporations may be organized under the Florida Non-Profit Corporation Act.

(e) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its individual members, trustees, officers, or other 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 herein.

(ii) 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 any candidate for public office except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions 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 §501(c)(3) of the Internal Revenue Code or (b) by a Corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

ARTICLE V

POWERS

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Section 617.0302 of the Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article IV.

ARTICLE VI

MEMBERS

The membership of this Corporation shall consist of those persons, from time to time, serving on its Board of Trustees. The method of their selection will be provided in the By-Laws of the Corporation.

ARTICLE VII

BOARD OF TRUSTEES AND OFFICERS

The number of the persons constituting the initial Board of Trustees of this Corporation shall be not less than five (5) or more than fifteen (15).

The management of the affairs of this Corporation is vested in its Board of Trustees which shall consist of not less than five (5) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Trustees, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer, and such other officers as may, in the opinion of the Board, from time to time by necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE VIII

DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Trustees, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to a municipality or governmental entity, as the Board of Trustees shall determine. 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 which shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

RECEIPT OF PROPERTY

1. This Corporation may receive by gift, devise, bequest, or otherwise, any money, realty, or other property absolutely, or in trust, or upon such other terms as may be expedient or proper, to be used, either the principal or the income therefrom, for the furtherance of any of the abovementioned purposes as designated in these Articles of Incorporation and in accordance with the purposes declared in the instrument of gift, devise, bequest, or other assignment, conveyance, or transfer, provided, that whenever the purposes for which any property or the right to any income was transferred to this Corporation by any means whatsoever cannot be adequately, conveniently or properly carried out by this Corporation, then that property or that income may be used by this Corporation for any one of the purposes set forth above as near as may be in compliance with the purposes for which it was given or received. All transfers to this corporation shall henceforth be received upon this express condition.

2. The Board of Trustees shall have full power except as prohibited by the terms of any instrument of gift, devise, bequest, or other transfer, at their sole discretion to change the form of any investment and for that or the purposes of the corporation to sell, exchange, or make other disposition with request to any securities or other personal property of the corporation. Provided that, whenever the Board of Trustees shall deem any investment to be unsafe, they may change the form of such investment regardless of any prohibition in the instrument by which such investment was acquired. All transfers to this corporation shall henceforth be received upon this express condition.

3. The corporation shall have full power to purchase, lease, bargain and sell, or make any other disposition whatsoever with respect to real or personal property as may be necessary or proper for the transaction of its business or the execution of any trust.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a majority vote of all the members of the Board of Trustees and such amendment shall be made at any annual, regular or special meeting duly and regularly called, provided, however, that written notice of any proposed amendment to the Articles of Incorporation must be given to each member of the Board of Trustees at least thirty (30) days prior to such meeting.

ARTICLE XI

AMENDMENTS TO BY-LAWS

The By-Laws may be amended by a majority vote of all the members of the Board of Trustees and such amendment shall be made at any annual, regular or special meeting duly and regularly called, provided, however, that written notice of any proposed amendment to the By-Laws must be given to each member of the Board of Trustees at least thirty (30) days prior to such meeting.

ARTICLE XII

REGISTERED AGENT

The name and address of the Corporation's registered office is: Emil C. Marquardt, Jr., Esq., 625 Court Street, Clearwater, FL 33756.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of AUGUST, 1998.

ATTEST: _____ COMMUNITY SERVICE FOUNDATION, INC.

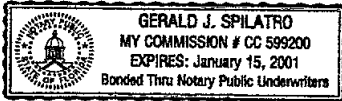
Sylvia M. Costello
SYLVIA M. COSTELLO, Secretary

By: Mary M. Vaughn
MARY M. VAUGHN, President

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MARY M. VAUGHN, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 4th day of AUGUST, 1998.



Gerald J. Spilatro
Notary Public
Print Name GERALD J. SPILATRO
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for COMMUNITY SERVICE FOUNDATION, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Emil C. Marquardt, Jr.
EMIL C. MARQUARDT, JR.