

756433

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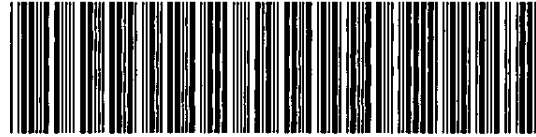
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend CM
5-18-07
Jeff Corns

May 17, 2007

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: North Dade Two Housing Development
Corporation, Inc.

DOCUMENT NUMBER: 756433

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

Please return all correspondence concerning this matter to the following:

Dianne S. Pickersgill

(Name of Contact Person)

Hessel and Aluise, P.C.

(Firm/ Company)

1050 17th Str., N.W., Ste. 900

(Address)

Washington, D.C. 20036

(City/ State and Zip Code)

For further information concerning this matter, please call:

Dianne S. Pickersgill

(Name of Contact Person)

at (202) 466-5300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH DADE TWO HOUSING
DEVELOPMENT CORPORATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number: 756433)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The following amendments are hereby adopted:

1. Article THIRD shall be amended in its entirety to read as follows:

THIRD: The affairs of this corporation shall be managed by a Board of Directors elected at an annual meeting.

(a) Said corporation is organized and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States internal revenue law.

(b) The specific charitable purpose of this corporation is the promotion of the welfare of needy elderly and handicapped families through the provision of housing for low and moderate income individuals who do not possess the means to furnish themselves with decent, safe, and sanitary housing.

(c) It shall also be the purpose of said corporation to engage in the development, construction, and management of housing and related facilities for the elderly and handicapped as a general partner in a limited partnership, using the entire array of federal, state, and private housing assistance that might be available.

(d) It shall also be the purpose of this corporation to apply for, obtain, and contract with any federal or state agency or local government entity for a grant, loan or loans, or other financial aid in the form of mortgage insurance or other housing-related assistance for the provision of housing and related facilities and services for the elderly and handicapped.

(e) The corporation is also authorized to enter into a Housing Assistance Payments Agreement or to contract with HUD to carry out provisions of Section 8 of the Housing Act of 1937, as amended.

(f) The charitable purposes of said corporation shall include the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

2. Article TWELFTH shall be amended in its entirety to read as follows:

TWELFTH: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3. Article FOURTEENTH shall be amended in its entirety to read as follows:

Amendments to the Articles of Incorporation may be adopted by a two-thirds vote of the Directors entitled to vote at any regular or special meeting called for that purpose.

SECOND: The date of adoption of the amendments was May 15, 2007.

THIRD: There were no members entitled to vote on the amendment. The amendments were adopted by the Board of Directors.

By: Maria C. Cordone
Maria C. Cordone, Secretary

Date: May 15, 2007