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Florida Department of State

Division of Corporations

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HPUM-6

BASIC AMENDMENT

HPUMC LAND HOLDINGS, INC.

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ARTICLES OF AMENDMENT TO AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
HPUMC LAND HOLDINGS, INC.
(A corporation not-for-profit)

FILED
01 SEP - 7 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, J. Stephen Gardner, as President, and Susan Kynes Baldwin, as Secretary, of HPUMC LAND HOLDINGS, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby file the Corporation's Articles of Amendment to and Restatement of its Articles of Incorporation (the "Amendment") and states:

1. This Amendment did not require member approval and was duly adopted in accordance with Article XI of the Corporation's Bylaws, by an affirmative vote of the Board of Directors at a meeting at which a quorum was present.
2. The current Articles of Incorporation of the Corporation are hereby amended in their entirety and, as so amended, restated to read as follows:

ARTICLES OF INCORPORATION
OF
HPUMC LAND HOLDINGS, INC.
(A corporation not-for-profit)

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

Name and Address

The name of the corporation shall be HPUMC LAND HOLDINGS, INC. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 500 West Platt Street, Tampa, Florida 33606.

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ARTICLE II

Term

This Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. General Purposes.

1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In addition to the above purposes, the Corporation is also formed for the purpose of holding title to property, and operating, managing and collecting income therefrom, all for the benefit of its sole member, the Hyde Park United Methodist Church, Inc., a Florida corporation not for profit, its successors and assigns (the "Member"), an organization which itself is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

2. The Corporation is also formed for the purpose of performing all other acts and carrying on and conducting all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and these articles. Notwithstanding any other provision 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Restrictions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private 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 in Article III hereof. No substantial part of

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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 or in opposition to any candidate for public office.

ARTICLE IV

Membership

The sole member of the Corporation shall be the HYDE PARK UNITED METHODIST CHURCH, INC., a corporation not for profit organized and existing under the laws of the State of Florida, its successors and assigns.

ARTICLE V

Incorporation

The name and address of the incorporator of this Corporation is as follows:

Gwendlyn M. Lisboa
220 South Franklin Street
Tampa, FL 33602

ARTICLE VI

Registered Agent

The name of the initial registered agent of the Corporation is J. Stephen Gardner, whose office is located at 220 South Franklin, Tampa, Florida 33602.

ARTICLE VII

Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The number of initial directors of the

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Corporation shall be nine, provided, that such number may be changed from time to time by a bylaw duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until his successor is duly elected and qualified.

ARTICLE VIII

Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. The Bylaws, as so adopted, may be amended, altered or rescinded in the manner provided in the Bylaws.

ARTICLE IX

Amendments

Upon proper notice, these Articles of Incorporation may be further amended by the Board of Directors in the manner provided in the Bylaws.

ARTICLE X

Distribution of Assets

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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, as said court shall determine which are organized and operated exclusively for such purposes.

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ARTICLE XI

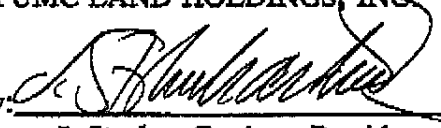
Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against 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.

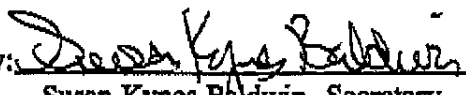
3. This Amendment shall become effective as of the close of business on the date this Amendment is approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the laws of the State of Florida.

Dated this 6th day of September, 2001.

HPUMC LAND HOLDINGS, INC.

By: 

J. Stephen Gardner, President

By: 

Susan Kynes Baldwin, Secretary