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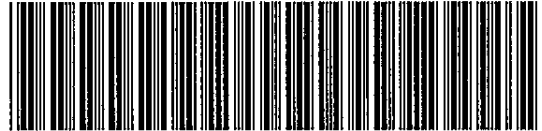
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03 AUG 19 PM 12:16
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TALLAHASSEE, FLORIDA

Amend.

Wm
8/25/03

FIRST AMENDMENT TO THE AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
HOPE PROPERTIES, INC.

FILED

03 AUG 19 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Director and President of HOPE PROPERTIES, INC., a Florida not-for-profit corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 617.1006 of the Florida Business Corporation Act (the "Act"), state as follows:

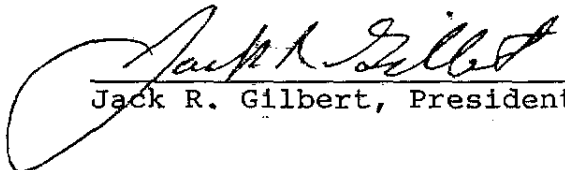
1. The name of the Corporation is **HOPE PROPERTIES, INC.**
2. Article III of the Articles of Incorporation is hereby amended as follows:

ARTICLE III- PURPOSES

The Corporation added the following purpose to Article III:

6. Low-income program beneficiaries may advise the Corporation in all of its decisions regarding the design, siting, development and management of affordable housing projects, first through written request. Upon receipt of any such written request, the Corporation will schedule a Special Meeting of the Board of Directors within thirty (30) days of receipt of such written request. Low-income program beneficiaries will have an opportunity to present their ideas, decisions and advise through verbal discussion(s) and/or presentation(s) at the scheduled Special Meeting of the Board of Directors. The Corporation will ardently consider and investigate the advice provided by the low-income program beneficiary's presentation to determine the feasibility of their input and advice upon completion of the low-income program beneficiary's presentation. The Corporation will act upon the advice within thirty (30) days through one (1) vote per Director and such vote may not be done by proxy. The Corporation's decision by majority vote will be included in the next scheduled meeting of the Board of Directors and a copy of the minutes relating to the decision as it relates to the low-income program beneficiaries advice will be provided to the low-income program beneficiary. Such Board of Directors meeting may not be held past thirty (30) days from the Corporations decision by majority vote.
3. This First Amendment to the Amendment of the Articles of Incorporation of the Corporation was approved by unanimous consent of the Board of Director at the annual meeting held January 29, 2002.
The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF: This instrument is made effective as of
this 18th day of August 2003



Jack R. Gilbert, President, Director