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November 7, 2000

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*****70.00 *****70.00

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: SANCTUM NEIGHBORHOODS, INC.
(a Corporation Not For Profit)
Check in the amount of \$70.00

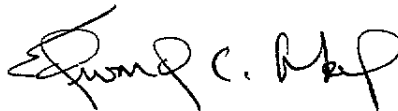
Dear Sir:

Enclosed are original and copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. Harry G. Witt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -8 AM 10:29

11/9/00

EFFECTIVE DATE

11/7/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV -8 AM 10:29

ARTICLES OF INCORPORATION
OF
SANCTUM NEIGHBORHOODS, INC.
A Nonprofit Corporation

The undersigned, as the incorporator, with other persons being desirous of forming a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes, do form a nonprofit corporation and agree to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: SANCTUM NEIGHBORHOODS, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to be organized and shall operate for charitable, scientific and educational purposes to assist low-income home buyers in securing grants and financial aid for down payments on new homes and to advise and assists low-income home buyers in applying for and obtaining loans to finance new homes in low-income areas to obtain Sanitary, safe and decent new housing to improve deteriorated residential areas; to establish, promote, assist, support, contribute to or otherwise encourage charitable, scientific and educational pursuits, research, programs, dissemination of information, and education in providing such assistance to low-income home buyers and to support and cooperate with such activities of other educational, scientific and charitable organizations with similar pursuits; to make distributions, awards and gifts for such purposes; and to do any such acts as are necessary or convenient to attain these purposes.

The corporation intends to qualify for an exemption from taxation under Section 501(c)(3) and qualification under Section 170(c)(2) of the Internal Revenue Code; the corporation shall be prohibited from engaging in any activity prohibited by such sections and regulations and authority promulgated under such sections of the Code; if necessary these Articles of Incorporation shall be amended as may be required to qualify for any such exemption on qualification. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by: (i) 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 (ii) 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.

The corporation shall have all of the general authority and powers conferred by the laws of the State of Florida subject to these Articles of Incorporation and By-laws to be adopted to do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE III

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 II.

ARTICLE IV

Upon the liquidation or dissolution of this corporation, the property of this corporation then remaining after provision for liabilities shall be distributed to its members (at the time of the vote to dissolve) on a pro rata basis unless such distribution is prohibited by the applicable exemption from taxation or qualification that may subsequently be obtained; if such distribution to members is prohibited as provided above, distribution shall be made to one or more organizations which are exempt organizations and qualified under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as may be amended, or to the United States, State or local government for exclusive public purposes.

ARTICLE V

The membership of this corporation shall constitute all persons hereinafter named as officers and directors, and such other persons and organizations as are proposed and approved by the Board of Directors and who are of good character and reputation who support and respect the goals and purposes of this organization. Different classes of membership may be established by the members and directors.

ARTICLE VI

The name and address of the incorporator to these Articles is:

EDWARD C. AKEL

One Independent Drive, Suite 2301
Jacksonville, Florida 32202

ARTICLE VII

This corporation is to exist perpetually, and its corporate existence shall begin on November 7, 2000.

ARTICLE VIII

The business of this corporation shall be managed by the Board of Directors. This corporation shall have THREE directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than THREE nor more than FIFTEEN. The Board of Directors shall be elected and hold office in accordance with the By-laws.

ARTICLE IX

The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first meeting of the members of the corporation are:

JAN ROSE-WITT	7525 North Shore Drive Jacksonville, Florida 32208
MARK MOORE	1835 Dee Drive Merritt Island, Florida 32953
DOROTHY WITT	2056 N.W. 55th Blvd., C-1 Gainesville, Florida 32653

ARTICLE X

The initial officers of the corporation shall be President, Secretary, Treasurer and such other officers as may be provided in the By-laws. The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President, Secretary and Treasurer - Jan Rose-Witt

ARTICLE XI

The conduct of the business and affairs of this corporation shall be governed by these Articles and By-laws. The By-laws of this corporation shall be such By-laws as the Board of Directors of this corporation shall adopt from time to time.

ARTICLE XII

These Articles of Incorporation may be amended at any regular meeting, a quorum being present, by two-thirds (2/3) vote of members being present.

ARTICLE XIII

The street address of the initial office of this corporation shall be c/o HARRY G. WITT, 7525 North Shore Drive, Jacksonville, Florida 32208.

The registered office of this corporation and the registered agent at that address are:


Registered Agent

EDWARD C. AKEL

Registered Office

One Independent Drive, Suite 2301
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal on this 7 day of November, 2000.


EDWARD C. AKEL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT:


00 NOV -8 AM 10: 29

Having been named to accept service of process for SANCTUM NEIGHBORHOODS, INC., at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


EDWARD C. AKEL

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of November, 2000, by EDWARD C. AKEL, the Incorporator, ✓ personally known to me; or _____ who produced a Florida Driver's License identification, and who did take an oath and personally appeared before me.


NOTARY PUBLIC - STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____
Commission No.: GAIL POITEVINT

NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXPIRES MAY 11, 2002
COMM. NO. CC721210