

N02000009912

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BASIC AMENDMENT

HABITAT FOR HUMANITY RESTORE, INC.

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
HABITAT FOR HUMANITY RESTORE, INC.**

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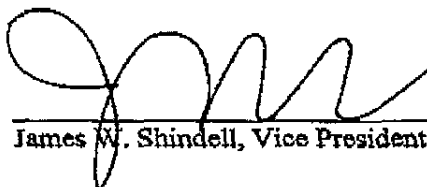
The undersigned, James W. Shindell, being the duly elected Vice President of Habitat for Humanity ReStore, Inc., a Florida not-for-profit corporation (the "Corporation"), incorporated on December 27, 2002, under Document No. N02000009912, does hereby certify, attest and serve notice, pursuant to the provisions of Section 617.1006 of the Florida Not for Profit Corporation Act that, an Article XII to the Articles of Incorporation of the Corporation is hereby added to read as follows:

"ARTICLE XII - DISSOLUTION

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 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 disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by Unanimous Written Consent to Corporate Action by the Board of Directors of the Corporation dated as of February 3, 2004. The Corporation does not have members. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in the capacity stated above as of the 3 day of February, 2004, on behalf of the Corporation.


James W. Shindell, Vice President