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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

CATHEDRAL SQUARE-THC NO. 2, INC.

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ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
CATHEDRAL SQUARE-THC NO. 2, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 617.1001, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CATHEDRAL SQUARE-THC NO. 2, INC., (the "Corporation").

SECOND: Article III is hereby amended by revoking and deleting said Article in its entirety and inserting the following in lieu thereof:

**"ARTICLE THREE
PURPOSES**

The Corporation is organized exclusively for one or more of the following tax exempt purposes:

1. Holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, or a corresponding provision of any future United States Internal Revenue Law (the "Code") and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(2) of the Code.

2. With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitation: Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, assets shall be distributed as follows:

A. to Church of the Messiah, Inc. a corporation organized and existing under the laws of Florida, the sole parent of the Corporation for purposes of Section 501(c)(2) of the Code ("Church of the Messiah"), provided Church of the Messiah is in good standing, pursuant to Florida Law, and is recognized as a tax exempt organization under Section 501(c)(3) of the Code; or

B. If the conditions set forth in paragraph A of this Article III, above, are not met, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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

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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.

3. The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law."

THIRD: The Amendments were adopted by the Board of Directors on February 25, 2003 by resolution setting forth the proposed amendments and directing that the amendments be submitted to a vote at a meeting of the members of the Corporation entitled to vote on the proposed amendments.

FOURTH: The Amendments were adopted by the sole Member of the Corporation on February 25, 2003. The number of votes cast for the amendments were sufficient for approval.

Signed this 26 day of February, 2003.

CATHEDRAL SQUARE-THC NO. 2, INC.

BY: W. Morgan Speer
W. Morgan Speer, Vice President

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