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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PENELLAS COMMUNITY HOUSING FOUNDATION, INC.**

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JUN 04 2013

T. LEMIEUX

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PINELLAS COMMUNITY HOUSING FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1006, F.S., PINELLAS COMMUNITY HOUSING FOUNDATION, INC. hereby adopts the following amendments to its Articles of Incorporation.

1. Name of Corporation: PINELLAS COMMUNITY HOUSING FOUNDATION, INC.

2. Document Number: The document number of the Corporation is: N08000003309.

3. Amendment Adopted: ARTICLE VI, MEMBERS; DIRECTORS, of the Articles of Incorporation is hereby amended to read as follows:

“1. The Corporation shall not have any members.”

4. Amendment Adopted: ARTICLE VIII, AMENDMENT TO ARTICLES OF INCORPORATION, of the Articles of Incorporation is hereby amended to read as follows:

“These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.”

5. Amendment Adopted: ARTICLE IX, BYLAWS, of the Articles of Incorporation is hereby amended to read as follows:

“The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.”

6. Amendment Adopted: ARTICLE XI, INDEMNIFICATION, of the Articles of Incorporation is hereby amended to read as follows:

Prepared By:

Michael T. Cronin, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0469841

"Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law."

7. The date of this amendment's adoption is May 1, 2013.

8. Adoption: The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

9. Other Amendments: All other articles and provisions of the Articles of Incorporation as originally filed remain the same.

The undersigned has executed these Articles of Amendment on the 1st day of May, 2013.

PINELLAS COMMUNITY HOUSING
FOUNDATION, INC.

By: 

Anthony Jones, President

#1420833