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**AMENDMENT TO ARTICLES
OF INCORPORATION
OF
TRANSFORMING COMMUNITIES FOUNDATION, INC.**

The undersigned, pursuant to the provisions of Section 617.1002 of the Florida Statutes, do hereby adopt the following Amendment to the Articles of Incorporation:

1. The name of the Corporation is **TRANSFORMING COMMUNITIES FOUNDATION, INC.**
2. The original Articles of Incorporation were filed on January 27, 2011.
3. There are no member(s) entitled to vote on the amendment(s).
4. Article 3 of the Articles of Incorporation is hereby amended in its entirety to provide as follows:

ARTICLE 3

PURPOSE

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to combat urban decay and to assist in the process of transforming communities that have fallen into disrepair back into functioning communities and the fostering of low income housing. The corporation's activities will include activities that will address deindustrialization, depopulation or changing population of a community, address rehabilitation or re-use of abandoned buildings, address high local unemployment, fragmented families, political disenfranchisement, crime, and a desolate, inhospitable community landscape. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

5. Article 5 of the Articles of Incorporation is hereby amended in its entirety to provide as follows:

ARTICLE 5.

DIRECTORS

<i>Name</i>	<i>Address</i>
Mark Israel	1001 NW 10 Ave., Miami, FL 33136
Ryan R. Hawkins	PO Box 53096, Miami Shores, FL 33153
Roberto Ramirez	3301 NE 1 st Ave., Suite M-501, Miami, FL 33137
Shadi Showar	7777 NW 146 th Street, Miami Lakes, FL 33016

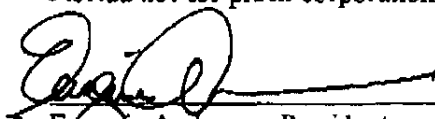
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4. The foregoing amendment was adopted by the Board of Directors of the Corporation in accordance with the Bylaws of the Corporation.

5. All provisions of the original Articles of Incorporation to the extent not inconsistent with this Amendment shall continue to be in full force and effect.

IN WITNESS WHEREOF, the President has executed this Amendment to Articles of Incorporation as of the 6th day of September, 2011.

TRANSFORMING COMMUNITIES FOUNDATION, INC, a
Florida not-for profit corporation



Eugenia Anderson, President