

Division of Corporations

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JUL 26 2016
T. LEMMEUX

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CATHEDRAL TOWNHOUSE 2, INC.**

Pursuant to the Florida Corporations Not For Profit Act, Chapter 617, Florida Statutes, the Articles of Incorporation of Cathedral Townhouse 2, Inc., a Florida not-for-profit corporation (the "Corporation"), dated effective as of June 8, 2015 (the "Original Articles of Incorporation") are hereby amended and modified under the laws of the State of Florida as follows:

1. Modification. Article III (Purpose) of the Original Articles of Incorporation are hereby amended and modified by incorporating a new Paragraph F as follows:

"F. Notwithstanding any other provision of these Articles which may imply otherwise, the Corporation is organized and to be operated for the benefit of, to perform the functions of, or to carry-out the purposes of the Cathedral Foundation of Jacksonville, Inc. As such, the Corporation shall not engage in any activities which are not in furtherance of, or which are contrary to, the charitable purposes of the Cathedral Foundation of Jacksonville, Inc."

2. Modification. Article VI (Directors) of the Original Articles of Incorporation are hereby amended and modified by deleting the previous Paragraph B in its entirety and replacing it with the following:

"B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least five (5) directors."


3. Modification. Article XI (Dissolution) of the Original Articles of Incorporation are hereby amended and modified by deleting the previous Paragraph A in its entirety and replacing it with the following:

"A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing such assets of the Corporation to the Cathedral Foundation of Jacksonville, Inc., at the time and in the manner as the Board of Directors shall reasonably determine."

4. Ratification. Except as specifically amended and modified herein, the Original Articles of Incorporation shall remain unchanged and in full force and effect, and the Original Articles of Incorporation are hereby ratified and confirmed. In the event of any conflict between the terms of the Original Articles of Incorporation and the terms of this First Amendment to Articles of Incorporation of Cathedral Townhouse 2, Inc., the terms of this First Amendment shall control.

5. Authority. This First Amendment to Articles of Incorporation of Cathedral Townhouse 2, Inc. were adopted by the members of the Board of Directors as of even date hereof as evidenced by that certain Board of Directors Organizational Action, and the number of votes cast in favor of this First Amendment to Articles of Incorporation of Cathedral Townhouse 2, Inc. was sufficient and proper for its approval.


WHEREOF, the undersigned has duly executed this First Amendment to Articles of Incorporation of Cathedral Townhouse 2, Inc. as of this 12th day of July, 2016.


Teresa K. Barton

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of CATHEDRAL TOWNHOUSE 2, INC.

REGISTERED AGENT


Teresa K. Barton

Dated the 12th day of July, 2016.