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MAILING ADDRESS:
POST OFFICE BOX 4548
JACKSONVILLE, FLORIDA
32201-4548

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*****87.50 *****87.50

May 9, 1997

Secretary of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

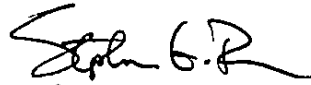
Re: Amended and Restated Articles of Incorporation of First
Coast Family and Housing Foundation, Inc.

Dear Sir/Madam:


Enclosed for filing, on behalf of First Coast Family and
Housing Foundation, Inc., is an original and one copy of the
Amended and Restated Articles of Incorporation ("Articles") of
First Coast Family and Housing Foundation, Inc. Also enclosed is
this firm's check in the amount of \$87.50, representing the
requisite filing fee of \$35.00, and certification fee of \$52.50.

Please file the original Articles upon receipt and return a
certified copy to me. Thank you.

Sincerely,


Stephen G. Prom

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Enclosures
103262.1


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O. and
6-5-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

BRANT, MOORE, MACDONALD & WELLS, P.A.
% STEPHEN PROM
SUITE 3100, 50 NORTH LAURA STREET
JACKSONVILLE, FL 32202

SUBJECT: FIRST COAST FAMILY AND HOUSING FOUNDATION, INC.
Ref. Number: N93000002998

*Had this
& in
return*

We have received your document for FIRST COAST FAMILY AND HOUSING FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed⁴ document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 097A00026807

BRANT, MOORE, MACDONALD & WELLS, P. A.

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SUITE 3100-BARNETT CENTER
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MAILING ADDRESS:
POST OFFICE BOX 4548
JACKSONVILLE, FLORIDA
32201-4548

May 23, 1997

Secretary of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

ATTN: Carol Mustain
Corporate Specialist

Re: Amended and Restated Articles of Incorporation of First
Coast Family and Housing Foundation, Inc.
Ref. Number: N93000002998/Letter Number: 097A00026807

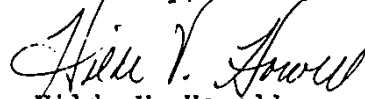
Dear Ms. Mustain:

I am in receipt of your letter dated May 19, 1997 (a copy of which is enclosed for your reference), requesting correction to the Amended and Restated Articles of Incorporation for First Coast Family and Housing Foundation, Inc. (the "Corporation"). As requested, the Amended Articles have been corrected with respect to the Corporation's name.

Accordingly, I am enclosing the corrected Amended Articles for filing on behalf of the Corporation. Upon filing, please provide me with a certified copy. Since our check for \$87.50, representing the filing/certification fee, did not accompany the returned Amended Articles, I assume you are holding the check pending receipt of the enclosed.

Please call me if you have any questions. Thank you for your assistance.

Sincerely,



Hilde V. Howell,
Legal Assistant to
Stephen G. Prom, Esquire

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Enclosures
103262.1

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FIRST COAST FAMILY AND HOUSING FOUNDATION, INC.

These Amended and Restated Articles of Incorporation of FIRST COAST FAMILY AND HOUSING FOUNDATION, INC., formerly VCP Affordable Housing Fund, Inc., a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Section 617.1001, Florida Statutes, as amended, the Corporation's Articles of Incorporation, as amended, and have been duly authorized, approved and adopted by the Board of Trustees (sometimes hereinafter referred to as "Trustee" or "Trustees") by unanimous written consent dated as of April 1, 1997, and shall be effective on the date of filing with the Florida Department of State, Division of Corporations. The members of the Corporation are those persons who from time to time serve on the Board of Trustees of the Corporation and possess no separate voting rights as members.

All amendments included in these amended and restated Articles of Incorporation have been adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes, and there is no discrepancy between the Articles of Incorporation of FIRST COAST FAMILY AND HOUSING FOUNDATION, INC., as heretofore amended, and the provisions of these amended and restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes, as amended.

ARTICLE I
NAME

The name of the Corporation is FIRST COAST FAMILY AND HOUSING FOUNDATION, INC.

ARTICLE II
STATEMENT OF CORPORATE NATURE

This is a nonprofit Corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

Section 1. General and Specific Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issue thereunder or the corresponding provisions of any future United States Revenue Law.

Section 2. Prohibited Activities. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Section 3. This Corporation shall comply at all times with Section 617.0835, Florida Statutes (1991), as amended from time to time.

Section 4. The purposes of this Corporation specifically include to engage in the acquisition and ownership of low income housing. The Corporation specifically has authority to purchase, own, rent, and sell single family and/or multi-family low income housing projects in the State of Florida, may incur debt to do so, and shall comply with any applicable low income occupancy commitments.

ARTICLE IV

TERM

Section 1. This Corporation shall have a perpetual existence.

ARTICLE V

LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

Section 1. The County in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located is the County of Duval.

Section 2. The street address of the Corporation's registered office and principal place of business is 225 Water Street, Third Floor, Jacksonville, Florida 32202, and the name of its registered agent is Kristen K. Packard.

Section 3. The mailing address of this Corporation is 225 Water Street, Third Floor, Jacksonville, Florida 32202.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Trustees. Trustees shall be elected at the annual meetings of the Board of Trustees. The name and address of each person who presently serves as a Trustee as of the effective date of these Amended and Restated Articles of Incorporation and until the earlier of his or her death, resignation or removal, or the election or appointment and qualification of his or her successor, are as follows:

Joseph H. Arnall
9570 Regency Square Boulevard
Jacksonville, Florida 32225

Malachi S. Beyah
P.O. Box 12104
Jacksonville, Florida 32209

Michael L. Bryant
1131 North Laura Street
Jacksonville, Florida 32202

Holly K. Cleveland
225 Water Street
Jacksonville, Florida 32202

Robert L. Miller
121 West Forsyth Street, Ste. 200
Jacksonville, Florida 32202

Terry A. Moore
50 N. Laura Street, Ste. 3100
Jacksonville, Florida 32202

John D. Rood
3030 Hartley Road, Ste. 100
Jacksonville, Florida 32257

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The authorized number of Trustees of the Corporation shall be no fewer than three (3) Trustees and no more than seven (7) Trustees; provided, however, that such number may be changed pursuant to the bylaws duly adopted by the Trustees. The method of election of the members of the Board of Trustees shall be stated in the bylaws of the Corporation.

Section 2. Corporate Officers. The Board of Trustees shall elect the officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the Trustees to elect from time to time. The present officers of the Corporation are:

Joseph H. Arnall	President
Terry A. Moore	Vice President and Secretary
Robert L. Miller	Treasurer

ARTICLE VII
BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the Corporation, bylaws of this Corporation may be adopted, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedures set forth therefor in the bylaws.

ARTICLE VIII
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

ARTICLE IX
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X
STOCK

This Corporation shall not have any power to issue certificates of stock or declare dividends.


ARTICLE XI
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of the Board of Trustees for their vote. Amendments may be adopted by the vote of a majority of a quorum of the Board of Trustees of the Corporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of FIRST COAST FAMILY AND HOUSING FOUNDATION, INC. were executed on behalf of the Corporation by its President and attested by its Secretary under the corporate seal, this 22nd day of April, 1997.

FIRST COAST FAMILY AND HOUSING
FOUNDATION, INC.

By: _____


Joseph H. Arnall
Its: President

Attest: _____


Terry G. Moore
Its: Secretary

**CERTIFICATE DESIGNATED REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to the provisions of Sections 48.091 and 617.0501,
Florida Statutes, as amended, the following is submitted:

FIRST COAST FAMILY AND HOUSING FOUNDATION,
INC., with its principal place of business in
the City of Jacksonville, State of Florida,
hereby designates Kristen K. Packard, as its
registered agent to accept service of process
within the State of Florida and the street
address of its registered office shall be 225
Water Street, Third Floor, Jacksonville, Flori-
da 32202.

FIRST COAST FAMILY AND HOUSING
FOUNDATION, INC.

By: _____

Joseph H. Arnall
Its: President

Dated: _____

4/22/97

Having been named to accept service of process for FIRST COAST
FAMILY AND HOUSING FOUNDATION, INC., at the place designated above,
I hereby agree to act in such capacity, and to comply with the
provisions of all statutes relative to the property and complete
performance of my duties

Kristen K. Packard

Dated: _____

4/22/97