



JOHN C. SUSKO

FLORIDA BAR BOARD CERTIFIED
MARITAL AND FAMILY LAW ATTORNEY

OFFICE: (904) 479-1510

FAX: (904) 478-8711

FIN PLAN'S DIVORCE PLANNER
CONSULTANT & TRAINER

1 (888) 777-2108

August 8, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: The Great Family Network, Inc.

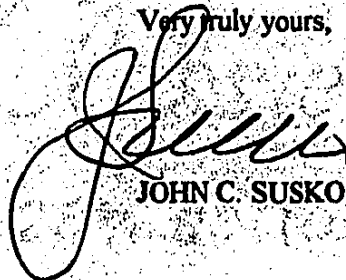
Dear Sir/Madam:

Enclosed please find an original and two copies of the Second Amended Restated Articles of Incorporation in the above-referenced matter. A check in the amount of \$35.00 is enclosed to cover the cost of the filing fee.

Please file accordingly and return the file stamped copies to my office in the stamped-addressed envelope. Should you have any questions regarding this matter, please do not hesitate to contact my office.

With kindest regards, I remain,

Very truly yours,



JOHN C. SUSKO

JCS/hw
Enclosures

FILED
97 SEP 30 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCS 9/30

Amended & Restated

909 GARDENGATE CIRCLE
PENSACOLA, FL 32504

FILED

97 SEP 26 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GLADES PIONEERS, INC.,
A Florida Not For Profit Corporation

The following Amendment to the Amended and Restated Articles of Incorporation, duly adopted by a majority of the Directors pursuant to the authority and provisions of the Florida Statutes and the existing Articles and Bylaws of Glades Pioneers, Inc., a Florida not for profit corporation, having been approved by the Secretary of Housing and Urban Development, supersedes and takes the place of Article III of such Amended and Restated Articles of Incorporation, which were adopted on September 19, 1997, and filed with the Secretary of State on September 22, 1997. There are no Members, and a majority of the Directors voted for this Amendment which is the only requirement.

BE IT RESOLVED, that Article II and Article III of the Amended and Restated Articles of Incorporation of Glades Pioneers, Inc., a Florida not for profit corporation, be and the same are amended, and effective with the date of filing of this Amendment with the Secretary of State to read:

ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provisions, maintenance, and operation thereof on a nonprofit basis.

(b) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No

substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statement(s) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of the Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202 or Section 811. Such Regulatory Agreement and other instruments and undertaking shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to

the Secretary of Housing and Urban Development exclusively 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 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.

The undersigned President of Glades Pioneers, Inc., certifies that the Amendment to the Amended and Restated Articles of Incorporation of Glades Pioneers, Inc., as hereinabove set forth was duly adopted by a majority of the Directors of Glades Pioneers, Inc., and that the number of votes cast, being a majority, was sufficient for adoption of this amendment at a meeting of said Directors held on the 25th day of September, 1997, for which at least ten (10) days prior written notice was given and at which a quorum was present.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of September, 1997.

GLADES PIONEERS, INC.
By: [Signature]
Edna McClendon,
President

Attested by:

[Signature]
Dorothy Willford, Secretary

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by Edna McClendon, as President and Dorothy Willford, as Secretary of Glades Pioneers, Inc., a Florida not for profit corporation, on behalf of the corporation. They are personally known to me and did take an oath.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA,
At Large

My Commission Expires:

JPF/1n/JPF120/GLADES-PIONEERS.AMD



CHERYL L. TOMLIN
MY COMMISSION # CC410189 EXPIRES
September 27, 1998
DONDED TRULY TROY PAID INSURANCE, INC.