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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

11/18/04
Amend
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

To

ARTICLES OF INCORPORATION

Of

HOPE - HI REHAB & ELDERLY FACILITY, INC.

(A NON-PROFIT CORPORATION)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned of Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted

ARTICLE III

Purposes

(D) Development and implementation of an HIV/ AIDS treatment and housing program.

(E) The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501 (c) (3) of the Internal Revenue of 1986 or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dissolution Clause

Upon dissolution of the corporation either as an act of law or by resolution of the Board of Directors assets of the corporation will be distributed to a non-profit 501 (c) (3) corporation. "However" if the named recipient is not in existence or no longer qualified as a distributee, or willing to accept the distribution, the assets of organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for purposes specified in section 501 (c) (3) of the internal revenue code.

2.

ARTICLE VII
Limitation of corporate powers

Notwithstanding any other provision of these articles, the organization shall not carry on any activities nor permitted to be carried on by an organization exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue Law.

SECOND: *The date of adoption of the amendments is March 19, 2004.*

THIRD: *Adoption of Amendment*

There are no members or members entitled to vote on the amendment. The amendments were adopted by the Board of Directors

Edward Holt
Edward Holt, Chairman of the Board.

EDWARD HOLT
printed name

CHAIRMAN OF THE BOARD
Title

3-19-04
Date