

N98000002665

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference: _____
(Sub Account)

Date: 12/15/00

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

400003502324--7

Contact Name: Kim Pullen (303)
Cheryl Igler (252)

Corporation Name: Oakwood Project, Inc.

Entity Number (if applicable): N98000002665

Authorization: Kim Pullen

Articles of Amendment

Certified Copy (1-9)

UCC'S

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

Amendments

Registration

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TALLAHASSEE, FLORIDA

COULETTE DEC 20 2000

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 15, 2000

CARLTON FIELDS
ATTN: KIM PULLEN
OR CHERYL IGLER
TALLAHASSEE, FL

SUBJECT: OAKWOOD PROJECT, INC.
Ref. Number: N98000002665

We have received your document for OAKWOOD PROJECT, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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 (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 100A00063270

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
OAKWOOD PROJECT, INC.

To: Department of State
Tallahassee, FL 32304

Pursuant to the provisions of F.S. 617.1001 and F.S. 617.1002, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following amendment to the Articles of Incorporation is hereby adopted in the manner prescribed by the provisions of F.S. 617.1002(1)(b) as is reflected in the Consent And Agreement set forth, below:

(a) The following new clause is hereby added to the end of Article III(c):

"... (iv) a SAIL Loan from the Florida Housing Finance Corporation in an original principal amount not to exceed \$800,000.00 and to be secured by a subordinate Mortgage encumbering the Project; and (v) an AHP Loan from the Bank Of America Community Development Bank through Greater Miami Neighborhoods, Inc., in an original principal not to exceed \$650,000.00 and to be secured by a subordinate Mortgage encumbering the Project".

2. This amendment shall be deemed effective upon filing with the office of the Secretary of State, State of Florida.

Dated this 20th day of November, 2000.

FILED
DEC 20 2000
SOUTHERN FLORIDA
SECRETARY OF STATE
FLORIDA

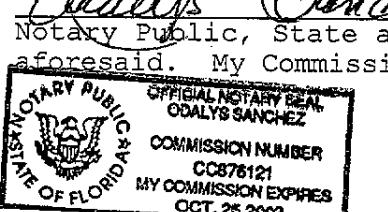
OAKWOOD PROJECT, INC., a Florida
not for profit corporation

By: Agustin Dominguez,
AGUSTIN DOMINGUEZ, as its President



STATE OF FLORIDA
COUNTY OF DADE

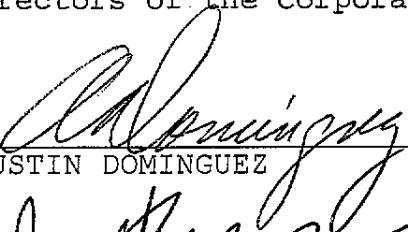
The foregoing instrument was acknowledged before me this 20th day of November, 2000, by AGUSTIN DOMINGUEZ, as President of OAKWOOD PROJECT, INC., on behalf of the Corporation, and who is personally known to me or has produced the following identification Personally known by Notary

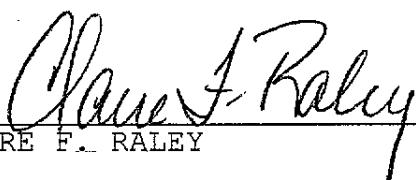


CONSENT AND AGREEMENT

The undersigned, constituting all of the Directors of the Corporation do hereby consent and agree to the above and foregoing amendment pursuant to the provisions of F.S. 617.1002(1)(b) and Section 2.09 of the By-laws of the Corporation; and in doing so, confirm that all requisite consents for such have been obtained and hereby manifest their intent that the above and foregoing amendment be adopted; that no members of the Corporation are entitled to vote; and, as noted hereon, this Amendment was adopted by the Board of Directors of the Corporation on November 20, 2000.

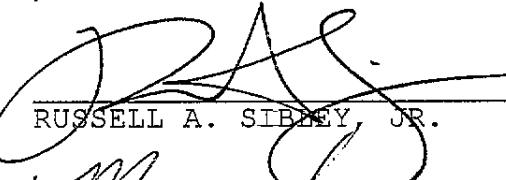
DIRECTORS


AGUSTIN DOMINGUEZ


CLAIREF. RALEY


JAMES EDMONDSON


SALVATORE MARTORANO


RUSSELL A. SIBLEY, JR.


MARY SORGE

Adopted in several counterparts as of this 20th day of
November, 2000.