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BASIC AMENDMENT

ST. LUCIE COMMUNITY DEVELOPMENT CORPORATION

Amended & Re-Filed

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AMENDED & RESTATED ARTICLES OF INCORPORATION**ST. LUCIE COMMUNITY DEVELOPMENT CORPORATION**

The undersigned President and Secretary respectively, of St. Lucie Community Development Corporation (N98000003853), EIN 65-0845285, ("the corporation") a Florida not for profit corporation, certify there are no members and that that by unanimous vote of the board of directors at a Special Meeting of the Board of Directors held on August 15, 2003 the Articles of Incorporation were amended and restated as follows:

1. **NAME:** The name of the corporation is "St. Lucie Community Development Corporation".
2. **PRINCIPAL OFFICE:** The principal office and mailing address of the corporation is: 803 S.E. Tarpon Avenue, East Stuart, Florida 34994.
3. **PURPOSE:** The purpose of the corporation is to facilitate opportunities for disadvantaged minority communities by providing financial counseling for homeowners, small businesses, and non-profit organizations and by rehabilitating or constructing affordable single family homes for sale. The corporation is a nonprofit public benefit corporation. It is not organized for the private gain of any person. It is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1964, or corresponding section of any future federal tax code ("Code"). It may conduct any other activity permitted under Florida law and Code section 501(c)(3).
4. **NO MEMBERS:** The corporation shall have no members. All rights that would otherwise vest in the members shall vest in the directors. Actions of the directors shall be by majority vote.
5. **DIRECTORS:** The board of directors and officers shall be elected by majority vote of the directors then in office at the annual meeting which shall be held on the first Monday in January. A minimum of one-half the number of the directors shall: (1) reside in St. Lucie or Martin County, Florida, and (2) shall qualify as low or median income. The current directors and officers are below enumerated.

Director & Chairman	Rev. Harrison A. Freeman	8233 S US Highway 1	St. Lucie	FL 34952
Director & Secretary	Mrs. Harrison H. ("Nina") Mosher	837 Ponytail Lane	FL Pierce	FL 34992
Director & Treasurer	Mr. Frank J. O'Brien, Jr.	5335 Mills Grant Rd.	Stuart	FL 34997
President	Pastor Paul E. Smith	803 S.E. Tarpon Avenue	East Stuart	FL 34994

6. **REGISTERED AGENT:** Mrs. Harrison H. ("Nina") Mosher 837 Ponytail Road Ft. Pierce FL 34992

7. **PROHIBITED ACTIVITY:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, trustee, officer, director, or other private person. No substantial part of the activities of the corporation shall be used to carry on propaganda, or otherwise attempt to influence legislation. The corporation shall not participate in, or intervene in (including the publishing distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Code section 501(c)(3) or by an organization, contributions to which are deductible under Code section 170 (c)(2).

8. **DISSOLUTION:** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c)(3), or shall be distributed to the federal, state or local government for a public purpose.

Paul E. Smith August 17, 2003 *Nina Mosher* August 17, 2003
 Pastor Paul E. Smith, President date Mrs. Harrison H. "Nina" Mosher, Secretary date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the duties thereof, I accept the appointment as registered agent and agree to so act.

Nina Mosher August 17, 2003
 Mrs. Harrison H. "Nina" Mosher, Resident Agent date

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