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AMERICAN SPIRIT FUND, INC.

c/o Richard E. Enright, Esq.
1463 S.W. Troon Circle, Palm City, FL 34990-4428
(561) 283-2489 FAX (561) 283-9705
dse@adelphi.com

October 27, 1998

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

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RE: American Spirit Fund Inc.

We enclose Articles of Incorporation for the referenced corporation, designation of resident agent and our check for 78.75 for filing fee and certificate

Please be advised that we previously incorporated The American Spirit Foundation, Inc. and on October 16, 1998 filed amended Articles of Incorporation to change the name of that company to Community Preservation Alliance. (see attached).

SASE is enclosed for your convenience. Please mail to:

Richard E. Enright, Esq.
1463 S.W. Troon Circle
Palm City, Florida 34990-4428

Very truly yours


Richard E. Enright

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AMERICAN SPIRIT FUND, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be
American Spirit Fund, Inc.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the principal office of the corporation is: 1026 S.W. Avenue, Port St. Lucie, FL 34953. The mailing address of the corporation is: Post Office Box 241, Stuart, FL 34997.

**ARTICLE III
PURPOSE**

The corporation is organized as a Community Development Organization ("CHDO") in conformity with the Florida Department of Housing and Urban Development HOME Investment Partnerships Program Final Rule and as a Not For Profit Corporation under Florid Statute Chapter 617.

Its principal purpose is provide a continuum of care to low-income families and individuals for the charitable purpose of relieving the poor and distressed. The corporation is organized are exclusively charitable and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Code ("Code"). Without limitation to the foregoing, the corporation shall exercise all rights and powers conferred by the laws of the State of Florida upon a not for profit corporation .

In furtherance thereof, and not in limitation, principally within the Florida tri-county area consisting of Palm Beach, Martin and St. Lucie counties, the corporation shall promote residential revitalization, stimulate investment and economic and social development by providing affordable housing to families, the income of which is defined as "Low" or "Very Low" by the United States Department of Housing and Urban Development ("HUD") in "*Income Limits for Low and Very Low Income Families Under the Housing Act of 1937*", all as further provided in Section 1.501(c)(3)-1(d)(2) of the Federal Income Tax Regulations, Internal Revenue Service ("IRS") Revenue Ruling 70-585 and the "Safe Harbor" provisions of IRS Revenue Procedure 96-32. Without limitation to the foregoing, the corporation shall endeavor to:

3.1 Disseminate information as to residential development and community improvement.

3.2 Encourage residents, owners of real property, representatives of local governments and members of private industry to work together for the purpose of preserving, repairing and improving residential housing and commercial properties and to promoting, stimulating and fostering investment.

3.3 Act to lessen and eliminate blight, economic depression and the deterioration of housing and commercial properties by expanding and improving the economic opportunities available to financially disadvantaged families.

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- 3.4 Provide financial support, and credit counseling and assistance to those who can not otherwise obtain financing, in conjunction with state and local agencies.
- 3.5 Acquire land and interests therein and develop such land or make such land available by sale, lease or otherwise for development in a manner consistent with the purposes of the corporation.
- 3.6 Encourage all levels of government, residents, property owners and private business to work together to provide technical and financial assistance and incentives, to revitalize communities, prevent detonation and stimulate both residential and commercial development.
- 3.7 Improve dissemination of information and communication among property owners, residents, state and local governments and financial institutions regarding efforts to lessen blight and prevent community deterioration,
- 3.8 Participate in the property disposition and financing programs offered by the Department of Housing and Urban Development ("HUD") including but not limited to Section 203(K) and 203 (b).
- 3.9 Provide a continuum of care, augmenting community credit counseling, health and other social services offered to low-income families.
- 3.10 Undertake any activity as appropriate for a Community Development Corporation (as enumerated in Florida Statutes § 290,036) and engage in any other activity in furtherance of the general purposes of the corporation.

ARTICLE IV LIMITATION OF CORPORATE POWERS

The corporation shall be organized and operated exclusively for charitable purposes in accordance with the requirements of Code Section 501(c)(3), and shall be subject to the following requirements.

4.1 No Pecuniary Benefit. The net earnings of the corporation shall be exclusively dedicated to charitable, educational or recreational purposes as required by Code §501(c)(3). In furtherance thereof, and not in limitation, no part of the assets or earnings of the corporation shall be divided among, or inure to the benefit of any officer, director or member or other individual or shall be appropriated for any purpose other than the charitable purposes of the corporation as set forth in the by-laws and as stated in these Articles of Incorporation with the exception that the corporation shall be empowered to pay reasonable compensation for services rendered and reimburse reasonable expenses.

4.2 Political Activities. No substantial part of the activities of the corporation shall be for the purpose of carrying on propaganda or participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The corporation shall not undertake expenditures for lobbying or other political activities which would subject the corporation to excise tax under Code §4911.

Notwithstanding any other provision of these Articles, the corporation shall not engage in any activity not permitted to be carried on by an organization exempt from Federal income tax under Code §501(c)(3) or by a corporation, contributions to which are deductible under Code §170(c)(2).

Notwithstanding any other provision of these Articles, the corporation shall not engage in any activity not permitted to be carried on by an organization exempt from Federal income tax under Code §501(c)(3) or by a corporation, contributions to which are deductible under Code §170(c)(2).

ARTICLE V QUALIFICATION AND CLASSES OF DIRECTORS

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors composed of three classes, each consisting of no less than one nor more than three directors. A minimum of one-third (1/3) of the members of the board of directors shall be residents of the low-income community served by the corporation. If the community served by the corporation is defined by state or federal authority as an urban area the term "community" may include one or several neighborhoods, a city, county or metropolitan area. If the area served by the corporation is defined by state or federal authority as a rural area the term "community" may include one or several neighborhoods, a town, village, county or multi-county area (but not the whole state). If the community is defined as multi-county, the board of directors shall include one or more low-income residents from each county.

The name and address of the current members of the board of directors is below enumerated:

Roslyn Green	1026 S.W. Coleman Avenue	Port St. Lucie,	FL 34953
Schonna Green	643 Executive Center Drive	West Palm Beach,	FL 33401
Renee Lopez Johnson	2029 S.E. Morningside Blvd.	Port St. Lucie,	FL 34953
Janet Lindsey	1162 S.W. Keats Avenue	Palm City,	FL 34990
Doris Lee McCoy, Ph.D	1463 S.W. Troon Circle	Palm City	FL 34990
Sylvia Taylor	5673 S.E. 47th Avenue	Port Salerno,	FL 34997

ARTICLE VI MEMBERSHIP

The corporation shall have no members.

ARTICLE VII ELECTION OF DIRECTORS

Each of the three classes of directors shall serve for a term of three (3) years. At each annual the meeting one class, and if that number is less than one-third (1/3) the total membership of the board of directors, such additional numbers of directors as shall constitute one-third (1/3) of the board of directors, shall stand for reelection. Directors shall serve for a term of three years and shall not be eligible for reelection for a period of one year following completion of service.). No director shall be paid for services as a director.

ARTICLE VIII OFFICERS

The officers of the corporation shall consist of a chairperson, president, secretary, assistant secretary, and treasurer. Other officers may be provided by the by-laws. Each officer shall be elected by the board of directors (and may be removed by the board of directors) at such time and in such manner as may be prescribed in the by-laws. The name and address of the officers is as follows:

Chairperson-Doris McCoy, Ph.D, President-Sylvia Taylor, Vice President-Roslyn Green
Treasurer-Janet Lindsey, Secretary-Renee Lopez Johnson, Assistant Secretary-Richard E. Enright, Esq.

**ARTICLE IX
REGISTERED OFFICE & AGENT**

The street address of the registered office of the corporation is 1463 S.W. Troon Circle, Palm City, Florida 34990-4428. The name of the registered agent at such address is Richard E. Enright, Esq.

**ARTICLE X
AMENDMENTS**

Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by the board of directors presented to a quorum of the directors for action. Amendments shall be adopted by a vote of a majority of a quorum of directors.

**ARTICLE XI
INDEMNIFICATION AND LIMITATION OF LIABILITY**

The corporation shall indemnify any officer, director, former officer or former director of the corporation, to the extent permitted by law. No private property of an officer, director, former officer or former director, shall be subject to the payment of any debt of the corporation, unless otherwise provided by law.

**ARTICLE XII
PERPETUAL DURATION- NONSTOCK BASIS**

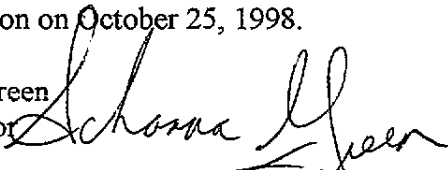
The duration of the corporation is perpetual. The corporation is organized and shall operate on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue shares.

**ARTICLE XIII
DISSOLUTION**

At such time that the corporation is dissolved and ceases to exist for its stated purposes, a certificate of dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a non-profit corporation. Upon the dissolution of the corporation, the board of directors, after paying, or making provision for the payment of, all liabilities shall dispose of the assets of the corporation in such manner exclusively for the purposes of the corporation in such manner or to such organizations organized and operating exclusively for charitable, education, religious or scientific purposes, as shall at that time qualify as exempt organizations under Code §501(c)(3) and which are organized for purposes substantially similar to that of the corporation or to the Federal, Florida or county government, for public purpose. Any asset not so disposed of shall be disposed of by a court having requisite jurisdiction, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I, Schonna Green, Incorporator, have signed these Articles of Incorporation on October 25, 1998.

Schonna Green
Incorporator



**AMERICAN SPIRIT FUND, INC.
CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation pursuant to the submission of its Articles of Incorporation to the Florida Department of State, Division of Corporations, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

AMERICAN SPIRIT FUND, INC.

2. The name and address of the registered agent and office is:

**Richard E. Enright, Esq.
1463 S.W. Troon Circle
Palm City, Fl 34990-4428
(561) 283-2489**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete Performance of my duties, and am familiar with, and accept the obligations of my position as registered agent.

Dated: October 22, 1998


Richard E. Enright

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