

FROM :
Division of Corporations

FAX NO. :

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N98000006242

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

AMERICAN SPIRIT FOUNDATION, INC.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$35.00

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FROM :

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**AMENDED & RESTATED ARTICLES OF INCORPORATION
American Spirit Foundation, Inc.**

The undersign certify that they are the president and secretary, respectively, of American Spirit Foundation, Inc., a Florida not for profit corporation. Document Number N98000006242; EIN 91-2058437 (the "corporation").

The Articles of Incorporation are amended and restated to read as follows:

1. NAME

The name of the corporation is: "NCCF-National City Community Development Corporation".

2. PRINCIPAL OFFICE

The principal office and mailing address of the corporation is: 2515 Luciernaga Street, Carlsbad, CA 92009-5820

3. PURPOSE

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 (the "Code"). It may conduct any other activity permitted under state law and Code Section 501(c)(3). In furtherance thereof and not in limitation, it shall facilitate the purchase of affordable housing by financially disadvantaged families who without the assistance of the corporation might not able to own a home of their own. Notwithstanding the foregoing, it shall not acquire property for lease.

4. NO MEMBERS: The corporation shall have no members.**5. DIRECTORS & OFFICERS**

The Board of Directors and Officers shall be elected by majority vote of all directors at the annual meeting of directors which shall be held on the first Monday in October. The current directors are below enumerated:

D&P	Terry M. Sengelman	13663 S.W. 102 Court	Miami	FL 33176
D	Benigno C. Fucates	5720 Camber Drive	San Diego	CA 92117
D	Fay Olivier	14591 Old Highway 80	El Cajon	CA 92021
S	William A. Fox	1604 Lucernaga Drive	Carlsbad	CA 02124
D&T	Stephen Urso	319 N.W. La Playa Street	Port St. Lucie	FL 34983

6. REGISTERED AGENT

The name and address of the Registered Agent is: Ms. Terry M. Sengelman, 12663 S.W. 102 Court, Miami, FL 33176.

7. PROHIBITED ACTIVITY:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting 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 organization shall not carry on any other activity not permitted to be carried on (a) by an organization exempt from federal income tax under Code section 501(c)(3) or (b) by an organization, contributions to which are deductible under Code section 170 (c)(2).

8. DISSOLUTION

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

Terry M. Sengelman
Terry Sengelman, President

November 21, 2000
date

Stephen Urso
Stephen Urso, Secretary

November 21, 2000
Date

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

Terry M. Sengelman
Terry M. Sengelman
Registered Agent & President

November 21, 2000
date

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