

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAPTIST TOWERS OF JACKSONVILLE, INC.**

A. The name of the Corporation is Baptist Towers of Jacksonville, Inc.

B. The Members of the Corporation voted on December 3, 2004, to amend and restate the Articles of Incorporation of the Corporation, originally filed on February 25, 1969, to incorporate the amendments made thereto on April 28, 1970, June 3, 1970 and June 7, 1979, and to delete historical references to the initial Members and Directors of the Corporation contained in Article IV, the initial registered office and agent contained in Article I, and the Incorporator contained in Article VI. After amendment and restatement, the Articles of Incorporation shall read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE TOWERS OF JACKSONVILLE, INC.**

Article I

Name

The name of this Corporation is The Towers of Jacksonville, Inc., hereafter known as “the Corporation.”

Article II

Principal Office of the Corporation

The principal office of the Corporation is located at 1400 LeBaron Avenue, Jacksonville, Florida 32207.

Article III

Duration of the Corporation

The Corporation shall have perpetual existence. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV (a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IV

General Purposes of the Corporation

The purposes for which the Corporation is formed, and the business and objects to be

carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future

United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Article V.

Powers of the Corporation

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of other such instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 202. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) To have and exercise all powers conferred by the laws of the State of Florida

upon not-for-profit corporations, as in effect from time to time, provided such powers are in furtherance of the tax-exempt purposes of the Corporation and may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

(e) To conduct any lawful business or activity that is not specifically prohibited by these Articles of Incorporation.

Article VI

Members

The Corporation is organized without capital stock. The Corporation shall have not less than ten (10) and not more than twenty-five (25) Members in number, who shall be elected at the Annual Meeting of the Members. The Members shall be residents of the State of Florida, and at least seventy-five percent (75%) of the Members shall, at all times, be members of Baptist churches; the remaining members may be individuals broadly representative of the Jacksonville community who have skills and experience of value to the purposes of the Corporation. The Members shall be elected to serve a term of three (3) years or less, and may thereafter be re-elected to a successive term or terms until they have served three consecutive three-year terms. After serving three consecutive three-year terms, a Member may not stand for re-election until at least one year following the conclusion of his or her final term.

Article VII

Board of Directors

The affairs of the Corporation are to be managed by a Board of Directors of not fewer than seven (7) and not more than fifteen (15) voting members, who shall be elected by the Members of the Corporation from the membership and who shall serve without compensation. The Directors shall be residents of the State of Florida, and at least seventy-five percent (75%) shall, at all times, be members of Baptist churches; remaining Directors may be individuals broadly representative of the Jacksonville community who have skills and experience of value to the Corporation's purposes. The Directors shall be elected to serve a term of three (3) years or less, and may thereafter be re-elected to a successive term or terms until they have served three consecutive three-year terms. After serving three consecutive three-year terms, a Director may not stand for re-election until at least one year following the conclusion of his or her final term.

Article VIII

Officers

The officers of the Corporation, as provided by the Bylaws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the Annual Meeting of the Board of Directors, for terms of one year.

Article IX

Bylaws

Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

Article X

Annual Meeting

The Annual Meeting of the Corporation shall be held during the month of February each year, or as soon thereafter as practicable.

Article XI

Consent

So long as a mortgage of the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without prior written approval of the said Secretary.

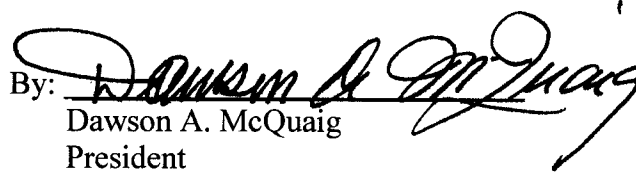
THERE ARE NO OTHER AMENDMENTS TO THE ARTICLES OF
INCORPORATION, EXCEPT AS STATED ABOVE.

C. The Members of the Corporation were entitled to vote on this amendment and

restatement, and the number of votes cast for the amendment and restatement was sufficient for approval by the Members entitled to vote.

IN WITNESS WHEREOF, The Towers of Jacksonville, Inc. has caused these Articles of Amendment and Restatement to be signed in its name by its President on 17 December 2005.

THE TOWERS OF JACKSONVILLE, INC.

By: 
Dawson A. McQuaig
President