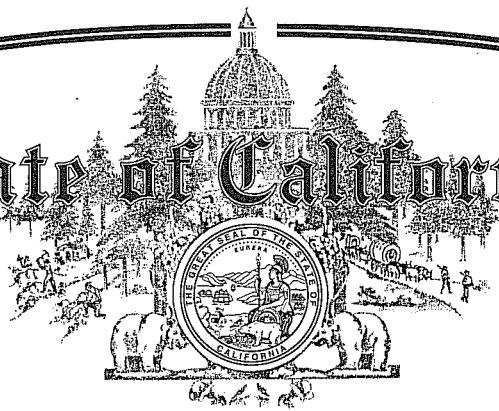


State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 16 2001

Secretary of State



SEP 13 2001

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF

HABITAT FOR HUMANITY
OF THE MENDOCINO COAST, INC.
A CALIFORNIA PUBLIC BENEFIT CORPORATION

(Corporation No. 1682308)

The undersigned certify:

1. We are the President and Treasurer, respectively, of Habitat for Humanity of The Mendocino Coast, Inc., a California Nonprofit Public Benefit Corporation.

2. Article II of the Articles of Incorporation of this corporation shall be amended to read as follows:

“This Corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The property of this Corporation (tax exempt pursuant to 501(c)(3) of the Internal Revenue Code) is irrevocably dedicated to the charitable purpose of providing homes and housing improvements for low income families meeting the requirements of section 214 of the Revenue and Taxation Code.

No part of the net income or assets of this organization shall inure to the benefit of any private persons.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to an equivalent non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code, and having established its tax exempt status under 501(c)(3) of the Internal Revenue Code.”

3. The foregoing amendment has been duly approved by the Board of Directors.
4. The Corporation has no members.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 23 Aug '01

Patricia Dunbar

PATRICIA DUNBAR, President

Paul R. Kemp Jr.

PAUL R. KEMP, JR., Treasurer

