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2.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

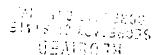
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The name of the corporation is HANCOCK ESTATES CORP.					
The fol	lowing amendment to the Articles of Incorporation was adopted by the corporation:				
	[Insert Amendment]				
See	Addendum No. 1 attached herewith and made a part hereof				
-					
					

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OCT 27 2000 By 253309

Form No. 201 Revised : 01/99

•	3., The an	mendment was adopted in the following	manner:
•	(check	k one box only)	
		The amendment was adopted at a me meeting a quorum was present, and the resent or represented by proxy at such me	he amendment received at least a majority of the votes which members
	[X]	The amendment was adopted by a comembers entitled to vote with respect	onsent in writing on October 17, 2000 . signed by all thereto.
		The amendment was adopted at a me and received the vote of a majority of respect thereto.	eeting of the Board of Directors held on the directors in office, there being no members entitled to vote with
		when amendment is to become effective endment.	upon the filing of these Articles of (not prior to, nor more than 30 days after, the filing of these Articles of Amendment)
			Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.
	Date:1	10/ 27/00	HANCOCK ESTATES CORP. Print Corporate Name
			By Chairman Or Wiscon Roses idea (check one) AND Secretary or Assistant Secretary (check one) JOSEPH A LAMAGUA

ADDENDUM NO. 1

Section 3 is amended by adding the following:

- c. To provide elderly or disabled 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 non-profit basis.
- d. The Corporation is irrevocably dedicated to and operated exclusively for, non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

Section 4 is amended by adding the following:

- e. 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 II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.
- f. 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.
- g. 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 such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 202 or Section 811. 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.
- h. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes: Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.