

NATIONAL CENTER FOR HEALTHY HOUSING, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

THIS IS TO CERTIFY THAT:

The National Center for Healthy Housing, Inc., a Maryland nonstock corporation (the "Corporation"), desires to amend and restate its charter as currently in effect and as hereinafter amended as follows:

- FIRST:** The name of the Corporation is: The National Center for Healthy Housing, Inc.
- SECOND:** The period of its duration is perpetual.
- THIRD:** The present address of the Corporation's principal office is 10320 Little Patuxent Parkway, Suite 500, Columbia, Maryland 21044.
- FOURTH:** The purposes for which the Corporation is organized are as follows:
1. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes to conduct research, demonstrations, training and capacity building, and public policy regarding healthy housing, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
 2. Solely for the above purposes, the Corporation is empowered to and may exercise all other powers and authority now or hereafter conferred upon nonstock corporations in the State of Maryland. Also in furtherance of the above purposes and pursuant to the authority conferred upon nonstock corporations in the State of Maryland, the Corporation may borrow money, seek grants or other forms of aid, and enter into or provide technical assistance with respect to any form of financing arrangement with any lending institution, investor or governmental entity in connection with its activities.
 3. No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation. The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall

be the carrying on of propaganda, or otherwise attempting to influence legislation.

4. It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and which is other than a private foundation under Section 509(a)(1) or 509 (a) (2) of the Code. These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

FIFTH: The name and address of the resident agent of the Corporation in Maryland is Jonathan Wilson, 10320 Little Patuxent Parkway, Suite 500, Columbia, Maryland 21044.

SIXTH: The Corporation shall not be authorized to issue capital stock.

SEVENTH: The Corporation shall not have voting members.

EIGHTH: Provisions for the distribution of assets on dissolution or other termination of the Corporation are as follows:

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. In such event, all property and proceeds of the Corporation, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the General Laws of the State of Maryland shall be distributed to such Section 501(c)(3) organizations that are organized and operated for purposes similar to those of the Corporation, as the Board of Directors of the Corporation shall determine. Any of such assets not so disposed shall be disposed by the Circuit Court of Howard County, or such other court sitting in equity of the political subdivision in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such organization or organizations, as said court shall determine.

NINTH: The Corporation has ten directors. Their names are as follows:

Ms. Marcheta Gillam	Mr. Don Ryan
Dr. Kelvin Holloway	Dr. Tom Vernon, Jr.
Ms. Sandra Jibrell	Mr. Charles Wilkins
Ms. Judith Kurland	Dr. Peter Simon
Ms. Anne Romasco	Dr. Robert Wright

These Articles of Amendment and Restatement were duly authorized by an affirmative vote of the majority of the directors of the Corporation at a special meeting of the directors held on January 23rd, 2007 and by Unanimous Written Consent in Lieu of a

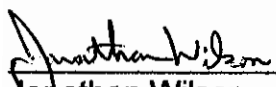
Special Meeting of Board of Directors, effective February 27, 2007. There is no membership entitled to vote on amendments.

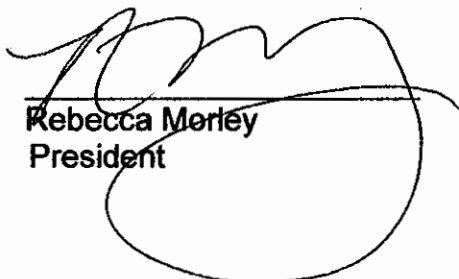
The undersigned President acknowledges these Articles of Amendment and Restatement to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his or her knowledge, information and believe, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf by its President and attested to by its Assistant Secretary on this 28th day of February, 2007.

ATTEST:

The National Center for Healthy
Housing, Inc.


Jonathan Wilson
Assistant Secretary

 (SEAL)
Rebecca Morley
President