

705901

LONNIE L. SIMMONS, P. A.

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Pensacola, Florida 32504
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July 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-07/14/97--01041--023
*****35.00 *****35.00

RE: Articles of Amendment of Monsanto Employees Golf Association, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Amendment of Monsanto Employees Golf Association, Inc. I have also enclosed a check payable to the Secretary of State for the following:

Fee for filing Articles of Amendment \$35.00

TOTAL \$35.00

Please file the Articles of Amendment and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,


Lonnie L. Simmons

LLS:kbb

Enclosures

Amended
97 JUL 23 AM 11:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1997

LONNIE L. SIMMONS, ESQ.
SUITE 302
3000 LANGLEY AVENUE
PENSACOLA, FL 32504

SUBJECT: MONSANTO EMPLOYEES GOLF ASSOCIATION, INC.
Ref. Number: 705901

RECEIVED
97 JUL 23 AM 8:14
DIVISION OF CORPORATIONS

We have received your document for MONSANTO EMPLOYEES GOLF ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 897A00036560

**ARTICLES OF AMENDMENT
OF**

MONSANTO EMPLOYEES GOLF ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 23 AM 11:15

Pursuant to the provision of Section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following Articles of the Articles of Incorporation of the Corporation dated July 13, 1963 are hereby amended and fully restated to read as follows:

Article II of the original Articles of Incorporation dated July 13, 1963 is hereby deleted and is amended and fully restated to read as follows:

ARTICLE II - PURPOSE

The purpose or purposes for which the corporation is organized are as follows: To promote the social, education and recreational activities generally for the employees, both active and retired, of the Monsanto Chemical Company, its contractors and guest operations at the Pensacola, Florida facilities of such company, and for the families and guests of such employees, and to secure the use of the golfing facilities, including without limitation a golf course, for said employees, their families and guests. This corporation is not organized for business purposes nor pecuniary profit and shall not be so operated.

Article III of the original Articles of Incorporation dated July 13, 1963 is hereby deleted and is amended and fully restated to read as follows:

ARTICLE III - MEMBERSHIP

The qualification of members and the manner of their admission shall be as follows: Membership in the corporation shall be limited to active employees of the Monsanto Chemical Company, its contractors and guest operations at the Pensacola, Florida facilities of said companies and to employees who retired from such companies while actively employed by said companies at the Pensacola, Florida facilities upon application and payment of such initiation fees and dues as may be prescribed by the By-Laws of the Corporation may be entitled to membership. Membership of this corporation shall, in the case of non-retired employees, terminate upon the termination of the employment of the employee with the Monsanto Chemical Company, its contractors or guest operations or upon transfer of a member to a facility of said companies located elsewhere than in Escambia County, Florida.

Article VI of the original Articles of Incorporation dated July 13, 1963 is hereby deleted and is amended and fully restated to read as follows:

ARTICLE VI - OFFICERS

The affairs of the corporation shall be managed by a Board of Directors. Each director must be a member of the corporation in good standing. Directors shall be elected by a vote of the members in the manner prescribed in the By-Laws. The election of directors shall be held during the second week of November unless otherwise specified in the By-Laws of the corporation. In addition to said Board of Directors the corporation shall have a president, a vice-president, a secretary and treasurer each of whom shall be selected at the first meeting of the Directors held in the month of January of each year.

Article X of the original Articles of Incorporation dated July 13, 1963 is hereby deleted and is amended and fully restated to read as follows:

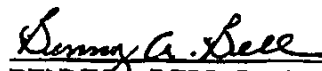
ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member of the corporation. Each proposal must be submitted to the Board of Directors at least thirty days prior to the meeting of the Board of Directors at which such proposal is to be considered. Thereafter, if adopted by a two-thirds vote of the Board of Directors the amendment shall be filed with the Secretary of State of Florida together with the filing fees, and if approved by said Secretary of State, shall become effective on the date of filing with said Secretary of State.

SECOND: The date of adoption of the amendment was on the 19 day of June, 1997.

THIRD: Adoption of Amendments were adopted by the Board of Directors of Monsanto Employees Golf Association, Inc. There were no members entitled to vote on the amendment.

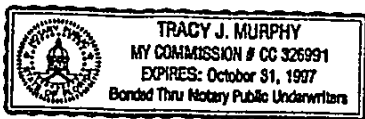
IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors of the Corporation has executed these Articles of Amendment on the 19 day of June, 1997.


BENNY A. BELL, President

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 1st day of July, 1997, by BENNY A. BELL, as President of Monsanto Employees Golf Association, Inc., a Florida Non-Profit Corporation, on behalf of the corporation. He is personally known to me or has produced AI DL B 400-061-42-213⁰ as identification.



Tracy J. Murphy
Print Name: Tracy J. Murphy
Notary Public, State of Florida
My Commission Expires: _____