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June 9, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Second Articles of Amendment to Articles of Incorporation
of Pompano Beach Rotary Fund, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Second Articles of Amendment to Articles of Incorporation of Pompano Beach Rotary Fund, Inc. Also enclosed is this firm's check in the amount of \$43.75 payable to the Florida Department of State.

Please file the original and mail a certified copy of the Articles of Amendment back to this office. A stamped, self-addressed envelope is enclosed for your convenience.
Thank you.

Very truly yours,

Thomas W. Johnston, P.A.

Thomas W. Johnston

TWJ/ssk

Enclosures: Original and one copy of Second Articles of Amendment
Check, \$43.75
Stamped, self-addressed envelope

FILED
99 JUN 11 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK 715 482
HPR
6-11-99
*Cert Copy

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
POMPANO BEACH ROTARY FUND, INC.**

FILED
99 JUN 11 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617.1006, Florida Statutes, the Pompano Beach Rotary Fund, Inc., a Florida not for profit corporation, adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

A. Article III entitled **Qualification for Membership**, is hereby deleted and the following substituted in its place:

ARTICLE III

Qualification and Admission for Membership

Any person who is a member in good standing of the Rotary Club of Pompano Beach shall be eligible to become a member of this corporation.

B. Article IV entitled "Admission to Membership" is hereby deleted in its entirety.

C. Article VII entitled "Board of Trustees and Officers" is hereby amended as follows: The first paragraph of said Article VII is deleted and the following is substituted in its place.

The affairs of this corporation are to be managed by an eight (8) member Board of Trustees who shall all be past presidents. At the first scheduled meeting of the fiscal year, from the Board of Trustees there shall be elected the following officers: (a) Chairman of the Board; (b) Vice Chairman of the Board; and (c) Secretary/Treasurer.

The fourth paragraph of said Article VII is deleted and the following is substituted in its place.

The Board of Trustees shall, as vacancies occur, be filled by appointment by the Board of Directors of the Pompano Beach Rotary Club at their next regular meeting. In July of each year, the Rotary Board will appoint eight (8) trustees all of whom shall be past presidents and shall serve a term of one (1) year. Thereafter, the Board of Trustees shall, as vacancies occur, be filled by appointment by the Board of Directors of the Pompano Beach Rotary Club at its first meeting following their election and installation.

D. Article VIII entitled "By-Laws", is hereby deleted and the following substituted in its place:

ARTICLE VIII

By-Laws

The members of this corporation shall have the right to make and adopt such By-Laws as they shall deem proper and advisable, and such By-Laws shall be made, altered or rescinded upon a two-thirds (2/3) majority vote of the members present, provided a quorum is present, at any regular or special meeting, provided further that notice of such proposed change or changes shall have been mailed to each member at least ten (10) days before such meeting.

E. Article IX entitled "Amendments to Articles of Incorporation" is hereby amended as follows:

The final sentence in the first paragraph of Article IX is hereby deleted and the following is substituted in its place:

All such proposed alterations, changes or amendments of the Articles of Incorporation

must receive an affirmative vote of a two-thirds ($\frac{2}{3}$) majority of the members present and voting at such meeting, provided a quorum is present.

F. Article X entitled "Quorum" is deleted in its entirety and the following is substituted in its place:

ARTICLE X

Quorum

To constitute a quorum at any meeting of members there must be present in person at least fifty one percent (51%) of the members of the corporation.

G. Article XI entitled "Indebtedness" is deleted in its entirety and the following is substituted in its place:

ARTICLE XI

Indebtedness

An affirmative vote of two-thirds ($\frac{2}{3}$) of the members present and voting at a meeting, provided a quorum is present, is required to incur debt by the corporation. The highest indebtedness or liability to which the corporation may at any time subject itself shall be unlimited.

SECOND: The date of adoption of the amendments was May 21, 1999.

THIRD: The amendments were adopted by the members of the corporation and the number of votes cast for the amendments was sufficient for approval.

Dated this 21st day of May, 1999.

Pompano Beach Rotary Fund, Inc.

By: Marsha F. Linville
Printed Name: MARSHA F. LINVILLE
Title: Chairman