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HEART OF THE CITY FOUNDATION, INC.

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G. YOUNG

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**FIRST AMENDMENT TO
 AMENDED AND RESTATED ARTICLES OF INCORPORATION
 OF
 HEART OF THE CITY FOUNDATION, INC.
 A FLORIDA CORPORATION NOT FOR PROFIT**

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Pursuant to Florida Statute, Section 617.1001, the Board of Trustees of Heart of the City Foundation, Inc., a Florida corporation not for profit (the "Foundation"), has duly adopted this First Amendment to Amended and Restated Articles of Incorporation of Heart of the City Foundation, Inc. as of the 30th day of September, 2013. The Corporation does not have members. The Amended and Restated Articles of Incorporation of the Foundation are hereby amended as follows:

Article 12 is hereby deleted and the following inserted in its place:

ARTICLE XII. TERMINATION OR DISSOLUTION. Upon termination or dissolution of the Foundation, any assets lawfully available for distribution shall be distributed as follows:

- a. With respect to any funds for which a donor gift instrument or other contractual agreement stipulates ultimate distribution, applicable funds shall be distributed per the terms of such gift instrument or contractual agreement, provided that such distribution is to a qualifying organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), and
- b. With respect to all other funds, funds shall be distributed to First Presbyterian Church of Orlando, Inc., provided that it is at the time an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code).
- c. In the event that First Presbyterian Church of Orlando, Inc. is not at the time an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), applicable funds shall be distributed as determined by the Foundation's board of directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. While complying with the provisions of this paragraph, the board of directors shall distribute funds in a manner that furthers religious purposes as similar as possible to those espoused by First Presbyterian Church of Orlando, Inc."

IN WITNESS WHEREOF, this Amendment to the Amended and Restated Articles of Incorporation of Heart of the City Foundation, Inc. is hereby executed on behalf of the Foundation as of the 5th day of March, 2018

By: 
 BRAD STATON, President

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