

**The
Sculptural
Art Center
of Dunedin, Inc.**

514 Skinner Blvd.
Dunedin, FL 34698

1-800-354-3408
727-734-9835
FAX 727-735-9226

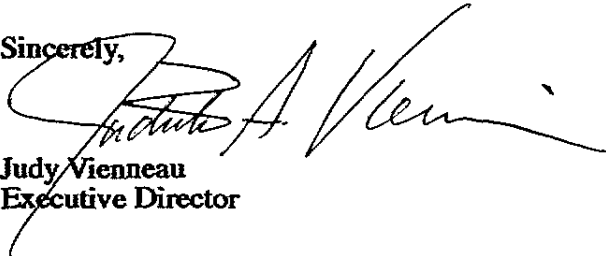
March 11, 2003

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Enclosed you will find Articles of Amendment to our Articles of Incorporation. These changes were required by the Internal Revenue Service to receive our 501(c)(3) status. I can be reached at the address/telephone number above if you require additional information.

Sincerely,



Judy Vienneau
Executive Director

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED
03 MAR 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Sculptural Art Center of Damedia, Inc.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article III Purpose: Add attached "Agreement to Amend"
Article IV Initial Directors/officers: Amend to attached list "Board of Directors"

SECOND: The date of adoption of the amendment(s) was: 10/29/02

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Judith A. Vienneau
Signature of Chairman, Vice Chairman, President or other officer

JUDITH A. VIENNEAU
Typed or printed name

executive director 3/11/03
Title Date

AGREEMENT TO AMEND

As a part of our application for recognition of exemption from federal income tax, we agree to make the following amendment to our organizing document. Since we are incorporated, the amendment will be filed with and approved by the appropriate state official. We will submit to the Service a conformed copy of the approved filing in a timely manner.

The Sculptural Art Center of Dunedin
Name of Organization INC.
James A. McManis
Signature of Officer or Person
Holding Power of Attorney
10/30/02
Date

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**The
Sculptural
Art Center
of Dunedin, Inc.**

514 Skinner Blvd.
Dunedin, FL 34698

1-800-354-3408
727-734-9835
FAX 727-735-9226

BOARD OF DIRECTORS

Judith A. Vienneau
1945 La Grande Drive
Dunedin, Florida 34698

Earl R. Tuisku
1945 La Grande Drive
Dunedin, Florida 34698

Vincent Ricci
816-76th Ave. N.
St. Petersburg, Florida 33702

Douglas Edward Giannotti
1546-57th Ave. N.
St. Petersburg, Florida 33703

Jim Smith
311 Magnolia Drive
Clearwater, Florida 33756

Reverend Anjule Schell
5619 Shore Blvd. #3
Gulfport, Florida 33707

Dino Kotopoulos
319 Bailey St.
Safety Harbor, Florida 34695