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BASIC AMENDMENT

MAITLAND ROTARY YOUTH LODGE CORPORATION

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

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MAITLAND ROTARY YOUTH LODGE CORPORATION

Pursuant to Section 617.1006, Florida Statutes, the Articles of Incorporation of MAITLAND ROTARY YOUTH LODGE CORPORATION are hereby amended as follows:

FIRST: Article I of said Articles of Incorporation is amended by deleting the provisions of said Article I as the same now exist, and by substituting in lieu thereof, the following:

ARTICLE I

Name

The name of this Corporation shall be MAITLAND ROTARY ART FESTIVAL, INC.

SECOND: Article III of said Articles of Incorporation is amended by deleting the provisions of said Article III as the same now exist, and by substituting in lieu thereof, the following:

ARTICLE III

Purpose

The purposes for which this Corporation is organized are exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following

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activities exclusively for such purposes, except as restricted by Article X herein:

- A. Raise funds for the support and benefit of charitable organizations described in Section 501(c)(3) of the Code, and
- B. The exercise of all powers conferred on a corporation organized under the Florida Not for Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

THIRD: The foregoing Amendment was adopted by all of the Members entitled to vote on the 27 day of April , 2004, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, MAITLAND ROTARY YOUTH LODGE CORPORATION has caused these Articles of Amendment to be executed by its duly authorized officer and its corporate seal to be affixed hereto this 27 day of April, 2004.

MAITLAND ROTARY YOUTH LODGE CORPORATION

By: Minskall A. GIAAS Pro