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John F. Jewell

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Division of Corporations

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BASIC AMENDMENT

HISTORIC ROSER PARK NEIGHBORHOOD ASSOCIATION, INC.

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Amendment

5/2/05

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

HISTORIC ROSER PARK NEIGHBORHOOD ASSOCIATION, INC.

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. Said amendments shall supersede any article or provisions in the Articles of Amendment to the contrary.

FIRST: Amendment adopted:

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECOND: Amendment adopted:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

THIRD: Amendment adopted:

Upon the dissolution of the corporation, assets shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine,

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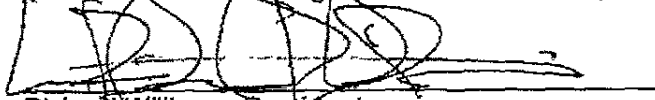
which are organized and operated exclusively for such purposes.

Adoption of Amendment:

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval. The date of adoption of the amendment was: April 13, 2005.

Dated this 4-25th day of April, 2005.

Historic Roser Park Neighborhood Association, Inc.



Richard Williams, President