



N96000000859

ACCOUNT NO. : 072100000032
REFERENCE : 360503 169624A
AUTHORIZATION : *Patricia Project*
COST LIMIT : \$ 35.00

ORDER DATE : May 9, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 360503-005

100002172971--9

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
Buckingham Doolittle &
5551 Ridgewood Drive

Naples, FL 33963

DOMESTIC AMENDMENT FILING

NAME: THE CHALLENGE FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
97 MAY -9 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S/a
Jon General
RECEIVED
97 MAY -9 AM 10:50
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE CHALLENGE FOUNDATION, INC.

FILED

97 MAY -9 PM 2:22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is THE CHALLENGE FOUNDATION, INC.
2. The Articles of Incorporation of the Corporation are hereby amended as follows.

By deleting Article THIRD thereof and inserting in its place and stead the following:

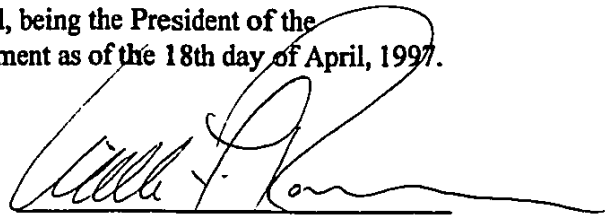
THIRD: The specific purpose of the corporation is to raise and distribute funds to publicly supported tax-exempt organizations, principally local charities in the region of Naples, Florida and youth-oriented groups. The corporation shall not carry on, other than as an insubstantial part of its activities, activities which are not in furtherance of one or more charitable purposes.

By adding the following Article SEVENTH:

SEVENTH: On dissolution of the corporation, the assets shall be distributed for one or more charitable purposes, to organizations qualifying as tax-exempt publicly supported organizations.

3. There are no members entitled to vote. The within amendment was adopted by unanimous vote of the directors of the Corporation on April 18, 1997.

IN WITNESS WHEREOF, the undersigned, being the President of the corporation, has executed these Articles of Amendment as of the 18th day of April, 1997.



William F. Rasmussen, President