

William R. Dickey
 Attorney at Law
 2310 West Bay Drive
 Largo Florida 33770
 813 - 581 - 9421

N96000004114

Nov 11, 1997

State of Florida
 Secretary of State
 Corporation Division
 Tallahassee, FL 32304

100002348031--1
 -11/14/97--01106--004
 *****35.00 *****35.00

Re: L.G.ROSKAMP FOUNDATION, INC.

Dear Sirs:

Please find enclosed the original of the Original/copy of the Articles of AMENDMENT to be filed for the above-named corporation. In addition I have enclosed my check payable to the Secretary of State in the amount of \$35.00 for the filing fee.

Thank you for your cooperation and attention with this matter.

Yours very truly,

WRD
 William R. Dickey, Esq. WRD/dh
 Enclosures

FILED
 97 DEC 14 AM 11:43
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Amend

See 12/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

WILLIAM R. DICKEY, ATTY.
2310 WEST BAY DRIVE
LARGO, FL 33770

SUBJECT: L. G. ROSKAMP FOUNDATION, INC.
Ref. Number: N96000004114

We have received your document for L. G. ROSKAMP FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 997A00055372



William R. Dickey
Attorney at Law
2310 West Bay Drive
Tampa Florida 33770
813 - 581 - 9421



Nov. 24, 1997

State of Florida
Secretary of State
Corporation Division
Tallahassee, Fl 32304

Re: Roskamp Foundation

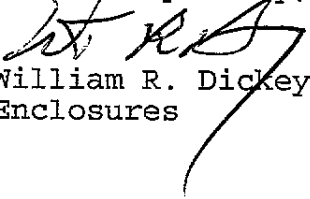
Dear Sirs:

Please find enclosed the original of the Original/copy of the Amended Articles of Incorporation for the new Florida corporation to be known as L.G. Rodkamp Foundation, Inc.

We previously forwarded the check for the amendment costs and filing fees associated with the incorporation of said corporation, as well as for the certified copy thereof.

Thank you for your cooperation and attention with this matter.

Yours very truly,


William R. Dickey, Esq. WRD/dh
Enclosures

ARTICLES OF AMENDMENT OF
L.G. ROSKAMP FOUNDATION, INC.

FILED
97 DEC -4 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, WILLIAM R. DICKEY, being the Secretary of the L.G. Roskamp Foundation, Inc., joined by LEOTA G. ROSKAMP, being the President of the L.G. Roskamp Foundation, Inc., do hereby certify that the following Amendment to the Articles of Incorporation of L.G. ROSKAMP FOUNDATION, INC. was approved by the Directors of said Corporation on the 5th day of November, 1997, at a duly called meeting of the Directors of the Corporation.

The Articles of Incorporation of L.G. ROSKAMP FOUNDATION, INC. are amended as follows:

1. Article II (A) is deleted and the following is inserted in lieu thereof:

ARTICLE II

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

2. Article III is hereby amended by the addition of the following:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501 (c) (3) purposes. 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 corresponding section of any future Federal tax code) or (b) by a corporation contributions to which are deducti-

ble under Section 170(c)(2) of the Internal revenue code (or corresponding section of any future Federal tax code.)

3. Article XII is hereby deleted and the following is inserted in lieu thereof:

Upon the dissolution of this 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 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

4. All amendments included herein were adopted pursuant to Section 607.1004 F.S. and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

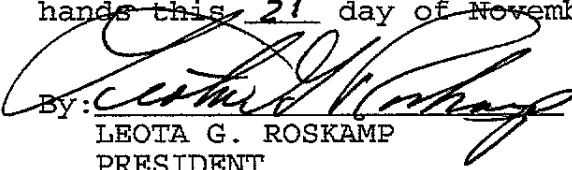
5. This Amendment has been approved by unanimous consent of all of the Directors of the Corporation who are entitled to vote.

6. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

7. There are no members entitled to vote on this amendment at this time.

8. This amendment was adopted by the unanimous approval of the board of directors on Nov. 5, 1997.

IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 21 day of November, 1997.

By: 
LEOTA G. ROSKAMP
PRESIDENT

By: 
WILLIAM R. DICKEY
SECRETARY

INSTRUMENT, AND BEING INFORMED OF THE CONTENTS OF SAID INSTRUMENT, ACKNOWLEDGED THAT THEY VOLUNTARILY EXECUTED THE SAME FOR THE USES AND PURPOSES HEREIN CONTAINED.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



DONNA KELLEY GRAY
My Commission CC365862
Expires Apr. 20, 1998
Bonded by HAI
800-422-1555