

N98000005794
Marshall E. Rinker, Sr. Foundation, Inc.

310 Okeechobee Boulevard, Suite 100
West Palm Beach, Florida 33401

Phone: (561) 835-9200
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March 17, 1999

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


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-03/22/99-01106-007
*****43.75 : *****43.75

Dear Sirs:

Enclosed are Articles of Amendment to the Articles of Incorporation of Marshall E. Rinker, Sr. Foundation, Inc. Also enclosed is a check for \$43.75 to cover the amendment filing fee and certified copy fee (\$35.00 + \$8.75).

Please do not hesitate to call me if you should have any questions.

Sincerely,


J. F. Jackson
Administrator

FILED
99 MAR 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/sy
Encls.

Amend,

VS MAR 25 1999

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
MARSHALL E. RINKER, SR. FOUNDATION, INC.

FILED
99 MAR 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 22, 1999

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Current Article IV dated October 7, 1998, is deleted and the following is inserted in its place and stead:




The Corporation shall have one class of Voting Members which shall be distinct from its Board of Directors. The number of Voting Members of the corporation shall be three. The initial Voting Members shall be David B. Rinker, Leighan R. Rinker and James F. Jackson. David B. Rinker shall be the initial Chairman of the Members.

The Voting Members shall be solely empowered and responsible for electing the Board of Directors of the Corporation. The Voting Members shall be the only parties authorized to amend these Articles of Incorporation and, further, to approve and amend the Bylaws of the Corporation. The Voting Members by majority vote may remove any member (voting or nonvoting), director or officer with or without cause at any time.

The Corporation shall also have one class of Nonvoting Members which shall be annually elected by the Voting Members pursuant to the Bylaws. The number of Nonvoting Members of the corporation shall be two. The initial Nonvoting Members shall be M. M. Criser and P. C. Bremer.

In the event of the simultaneous death of David B. Rinker and Leighan R. Rinker, the Nonvoting Members shall become Voting Members solely and for the limited purpose of electing two new Voting Members. This succession election shall be according to the Bylaws. This provision and the corresponding provision of the Bylaws shall not be amended until after election of the two new Voting Members pursuant to this paragraph.

The number of Voting or Nonvoting Members may be increased or decreased from time to time by an Amendment to the Articles of Incorporation.


DBR

LRR

JFJ
Voting Member Initials

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SECOND: The first paragraph of Article VI dated October 7, 1998, is deleted and the following paragraph is inserted in its place:

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The Corporation shall have two Classes of directors: Three (3) Member Directors who shall serve for two-year terms; and two (2) Directors who shall serve for one-year terms; provided, however, that the number of directors may be changed by a bylaw duly adopted, but shall always be in total an odd number and shall not exceed eleven.

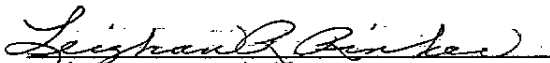
THIRD: The above amendments were adopted on January 22, 1999.

FOURTH: The above amendments were adopted unanimously by the Voting Members of the Marshall E. Rinker, Sr. Foundation, Inc.

MARSHALL E. RINKER, SR. FOUNDATION, INC.



David B. Rinker
Voting Member & Chairman



Leighan R. Rinker
Voting Member



James F. Jackson
Voting Member