

P 050000069989

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

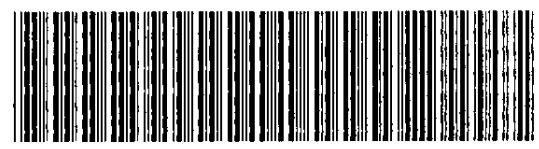
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR - 1 AM 9:03

Amend
@ 3/1/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eagle Fund Distributors, Inc.

DOCUMENT NUMBER: P05000069969

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Deborah Malina
Name of Contact Person

Eagle Asset Management, Inc.
Firm/ Company

880 Carillon Parkway
Address

St. Petersburg, FL ~~33772~~ 33716
City/ State and Zip Code

Deborah.Malina@EagleAsset.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Deborah Malina at (727) 567-3547
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2011

DEBORAH MALINA
EAGLE ASSET MANAGEMENT, INC.
880 CARILLON PARKWAY
ST. PETERSBURG, FL 33772

SUBJECT: EAGLE FUND DISTRIBUTORS, INC.
Ref. Number: P05000069969

We have received your document for EAGLE FUND DISTRIBUTORS, 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):

The document must have original signatures.

PHOTO COPIES ARE NOT ACCEPTABLE.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 911A00004318

RECEIVED
11 MAR - 1 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

originals attached

Articles of Amendment
to
Articles of Incorporation
of

Eagle Fund Services, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P05000069969

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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DIVISION OF CORPORATIONS
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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|--------------|----------------|---|
| | See attached | | <input type="checkbox"/> Add <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Add <input type="checkbox"/> Remove |
| | | | <input type="checkbox"/> Add <input type="checkbox"/> Remove |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

Officer/Director Detail

Name & Address

Title P/D ~~Chairman of Board~~
ROSSI, RICHARD J - **Starnes, Kevin B.**
880 CARILLON PARKWAY
ST PETERSBURG FL 33716

Title ~~ATV~~ D/T/SVP
FRANZ, RICHARD B II
880 CARILLON PARKWAY
ST PETERSBURG FL 33716

Title AT
BOND, BRADLEY J
880 CARILLON PARKWAY
ST PETERSBURG FL 33716

Title ~~DA~~ D/CEO
STARNES, KEVIN B - **Rossi, Richard J.**
880 CARILLON PARKWAY
ST PETERSBURG FL 33716

Title S
FABER, STEPHEN W
880 CARILLON PARKWAY
ST PETERSBURG FL 33716

Title AS
ALINA, DEBORAH
880 CARILLON PARKWAY
ST PETERSBURG FL 33716

Please Make these changes.

• Kevin B. Starnes is Now:

- President
- Director
- Chairman of Board

• Richard J. Rossi is Now:

- Director
- Chief Executive Officer ("CEO")

• Richard B. Franz II is:

- Director
- Treasurer
- Senior Vice President

The date of each amendment(s) adoption: January 28, 2011

Effective date if applicable: January 28, 2011
(date of adoption is required)
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

“The number of votes cast for the amendment(s) was/were sufficient for approval

by _____.”
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 2/14/2011

Signature Deborah Malina
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Deborah Malina
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)