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May 31, 2002

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

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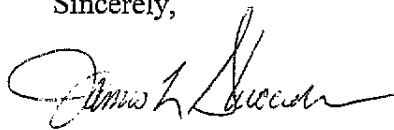
Dear Sir or Madam.

Enclosed is Articles of Amendment to Articles of Incorporation of Book Island Festival, Inc., a Florida not for profit corporation. Also enclosed for your convenience is a copy of the document, and a check payable to Department of State in the amount of \$35.00.

Please contact me if there are any questions.

Thank you, and best regards.

Sincerely,



James L. Shroads
Attorney

encl.

FILED
02 JUN -3 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JUN - 6 2002

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
BOOK ISLAND FESTIVAL, Inc.**

FILED
02 JUN -3 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 617.1006, Florida Statutes, Book Island Festival, Inc., a Florida not for profit corporation, adopts the following articles of amendment to its articles of incorporation:

FIRST: The corporation makes amendments as follows to the Articles of Incorporation filed at the Florida Department of State on September 25, 2001, document number N01000006844:

(a) Article III is deleted and replaced in its entirety with the following:

Article III. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code, and, no part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

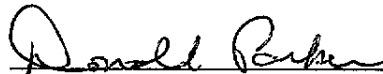
(b) Article VII is deleted and replaced in its entirety with the following:

Article VII. Upon the dissolution of the organization, 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.

SECOND: The date of adoption of the amendments was May 29, 2002.

THIRD: Members were not entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

date: 5/29/02 2002



Don Parker, president
Book Island Festival, Inc.