

NO10000008724

SWAINE, HARRIS & SHEEHAN, P. A.
ATTORNEYS AT LAW

BERT J. HARRIS, III
J. MICHAEL SWAINE
J. TIMOTHY SHEEHAN
KIMBERLY L. SAPP

PLEASE REPLY TO:
LAKE PLACID
SEBRING



August 30, 2002

425 SOUTH COMMERCE AVENUE
SEBRING, FL 33870-3702
(863) 385-1549
FAX: (863) 471-0008

401 DAL HALL BLVD.
LAKE PLACID, FL 33852-6561
(863) 465-2811
FAX: (863) 465-6999

FOR E-MAIL GO TO www.heartlandlaw.com

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

900007478669--1
-09/03/02--01074--009
*****35.00 *****35.00

Re: Sebring Race Museum, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Amendment of the Articles of Incorporation of Sebring Race Museum, Inc. Please file the original, file stamp the copy and return it to my office. Also enclosed is their check in the amount of \$35.00 for your filing fee.

If you have any questions or if anything further is required, please contact me.

Sincerely yours,

J. Michael Swaine

JMS:tw
Enc.

Amend
10 9/14/02

FILED
02 SEP -3 AM 11:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
SEBRING RACE MUSEUM, INC.**

FILED
02 SEP -3 AM 11:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **SEBRING RACE MUSEUM, INC.**, a Florida non-profit corporation, are amended as follows:

Article X of the Articles of Incorporation is hereby amended to read as follows:

“ARTICLE X. NON-PROFIT CHARACTER

1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. 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 carrying on of propaganda, or other wise 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 these Articles, 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.

3. 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.”

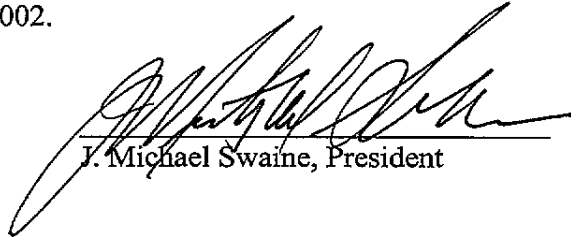
All other provisions of the Articles of Incorporation shall remain unchanged.

This Amendment was approved, in writing, by a majority of the directors and members of the corporation by Agreement dated August 30, 2002.

DATED this 30 day of August, 2002.

ATTEST:

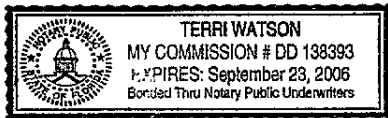

Gwen Tondee, Secretary


J. Michael Swaine, President

STATE OF FLORIDA
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared J. Michael Swaine, as President, and Gwen Tondee, as Secretary of **SEBRING RACE MUSEUM, INC.**, a Florida non profit corporation, known to me to be the persons described in or who produced as identification and who executed the foregoing instrument in the name of that corporation, and they acknowledged before me that they executed the same on behalf of said corporation, and that they were authorized by said corporation to do so.

WITNESS my hand and official seal in the State and County named above, this 30 day of August, 2002.




Notary Public, State of Florida at Large

Printed Name:
Commission No:
Expires:

(Seal)