N38399



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Amend.

LAND O'LAKES PAL, INC. YOUTH CHEERLEADING and FOOTBALL

P.O. Box 1072

Land O'Lakes, FL 34639-6391

(813) 996-1710

April 27, 2003

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

Re:

Articles of Amendment to Articles of Incorporation of

Land O'Lakes PAL, Inc., Corporate Doc No. N38399

Gentlemen:

Enclosed is the Articles of Amendment with attached page containing the verbiage of the amendments to be included in our existing Articles of Incorporation. The three amendments affect the Purpose Clause, Power Limiting Clause and Dissolution Clause.

Also enclosed is our check payable to the Department of State in the amount of \$43.75 to cover the filing fee (\$35.00) and a certified copy of the amendment (\$8.75). Please return the certified copy to the Land O'Lakes PAL, Inc., P.O. Box 1072, Land O'Lakes, Florida, 34639-6391.

If there are questions or additional information is necessary, please contact Nena Myers, Treasurer, at 813-274-6007. Thank you for your assistance.

Sincerely,

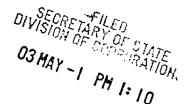
LAND O'LAKES PAL, INC.

Stephen Glogowski Executive Director

Enclosures as stated.

ARTICLES OF AMENDMENT

to



ARTICLES OF INCORPORATION

of

LAND O'LAKES PAL,	
(present name))
N38399	
ument Number of Corpora	ation (If known)
ction 617.1006, Florida e following articles of a	Statutes, the undersigned Florida mendment to its articles of incorporation.
ted: (INDICATE ARTICLE I	NUMBER (S) BEING AMENDED, ADDED OR
PAGE FOR THE FOLLO	WING AMENDMENTS:
ARTICLE III (PURPO ARTICLE VI (POWER ARTICLE VII (DISSO	LIMITING CLAUSE)
on of the amendment(s)) was:APRIL 27, 2003
iment (CHECK ONE)	
) was(were) adopted by dment was sufficient fo	the members and the number of votes or approval.
nbers or members entitle as(were) adopted by the	ed to vote on the amendment. The board of directors.
17Th	
Chairman, Vice Chairman, I	President or other officer
EPHEN GLOGOWSKI	
Typed or printed na	ame
•• •	
DIRECTOR	APRIL 27, 2003
	N38399 ument Number of Corpor ction 617.1006, Florida e following articles of a ted: (INDICATE ARTICLE PAGE FOR THE FOLIC ARTICLE III (PURPO ARTICLE VI (POWER ARTICLE VII (DISSO on of the amendment(s) iment (CHECK ONE)) was(were) adopted by dment was sufficient for abers or members entitle as(were) adopted by the the company of the company of the company of the company that is a company of the company of

ARTICLES OF AMENDMENT ATTACHMENT - Page 1 of 1.

LAND O'LAKES PAL, INC. Corporate Document No. N38399 April 27, 2003

AMENDMENT TO ARTICLE III -

This organization is organized and operated 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.

AMENDMENT TO ARTICLE VI -

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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 charitable organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a charitable organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

AMENDMENT TO ARTICLE VII -

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Ala.