

# 700631

*J. TALMADGE*  
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## BASIC AMENDMENT

GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

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ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
GOODWILL INDUSTRIES OF SOUTH FLORIDA, INC.

The undersigned, Dennis Pastrana, being the President and CEO of Goodwill Industries of South Florida, Inc., a Florida non-profit corporation (the "Corporation"), does hereby certify, attest and serve notice, pursuant to the provisions of Section 617.1006 of the Florida Not For Profit Corporation Act, that the Articles of Incorporation of the Corporation are hereby amended as follows:

Article III of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

"III.

The Corporation shall have no members."

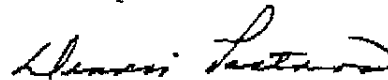
Article VI of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

"VI.

The Corporation shall be managed by the Board of Directors consisting of not less than 15 nor more than 50 members to be elected in accordance with the Corporation's By-laws."

This amendment of the Articles of Incorporation of the Corporation has been duly approved, authorized and directed by the Board of Directors at a meeting held on May 19<sup>th</sup>, 2005. There are no members of the Corporation entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in his capacity as aforesated as of the 19<sup>th</sup> of May, 2005, on behalf of the Corporation.



Dennis Pastrana  
President and CEO

This instrument prepared by:  
Monales Zarapkar, Esquire  
Florida Bar No. 0166162  
BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
2500 Wachovia Financial Center  
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