

701003

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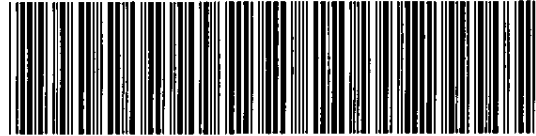
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TALLAHASSEE, FLORIDA

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AUSLEY & McMULLEN

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January 27, 2012

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Tall Timbers Research, Inc.**
Document Number 701003

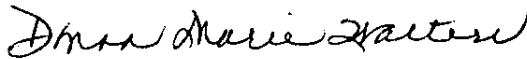
Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Amendment to Amended and Restated Articles of Incorporation of **Tall Timbers Research, Inc.**, a Florida not-for-profit corporation. Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and a \$8.75 certified copy fee.

Please do not hesitate to call our office if you have any questions. We will have our messenger return to pick up the certified copy and the certificate of filing, if you will be so kind as to call me at 425-5457 to let me know they are ready.

Thank you in advance for your usual assistance in these matters.

Sincerely,


Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TALL TIMBERS RESEARCH, INC.**

2012 JAN 27 PM 12:1

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617.1006, Florida Statutes, **TALL TIMBERS RESEARCH, INC.**, a Florida not-for-profit corporation (the **Corporation**), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation. The Corporation was formed under the laws of the State of Florida pursuant to Articles of Incorporation originally filed with the Department of State on May 24, 1960, assigned document number 701003, and subsequently amended and restated December 14, 2001, December 17, 2007, and May 28, 2009.

1. Section 2 of Article III, entitled **Board of Trustees**, of the Amended and Restated Articles of Incorporation is amended to read:

Section 1: There shall be a Board of Trustees of the Corporation (herein sometimes referred as the "Board" or the "Board of Trustees" and its members sometimes referred to as a "trustee" or a "member") which shall consist of not less than three (3) trustees elected in the manner as provided by this charter, nor more than twenty-two (22) trustees, except as otherwise provided herein. The trustees shall be divided into three (3) groups that are as nearly equal in number as possible. One such group of trustees shall be elected each year at the annual meeting for a term of three (3) years, or until their successors are elected. On the expiration of the term of any trustee, a successor shall be elected by the Board of Trustees, and in case any vacancy in the Board shall occur by death, resignation, or otherwise, such vacancy may be filled for the unexpired term by the remaining trustees. It shall require a majority vote of all members of the Board of Trustees to elect a trustee or to fill a vacancy. Beginning effective as of the date of these Amended and Restated Articles of Incorporation, as amended, trustees shall be eligible to succeed themselves for a period not to exceed three (3) consecutive full three (3) terms. Notwithstanding the foregoing term limit, (i) trustees may serve any number of additional terms having less than a full three (3) year term to fill a vacancy; (ii) any person elected as an officer or as a member of the Executive Committee of the Corporation (which Executive Committee or the Corporation may be established pursuant to the By-laws of the Corporation) may serve as such officer or Executive Committee Member and as a member of the Board; (iii) the term limit for the Chairman of the Board of Trustees (herein sometimes referred to as the "Chairman") to serve on the Board of Trustees shall be the number of years equal to the

Tall Timbers Research, Inc.
ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Page 1 of 2

sum of the foregoing term limit plus the number of years the Chairman has served as Chairman; and (iv) any trustee whose term has expired shall be eligible for election to the Board after the expiration of one year. The Board of Trustees shall have the authority to elect by majority vote, any member of the Board, or any past member of the Board as an honorary Member of the Board of Trustees. Such honorary member shall have the privilege of attending all meetings of the Board, but shall not have the right to vote.

2. Pursuant to Sections 617.1001, 617.1002, and 617.1006, F.S., and in accordance with the Articles of Incorporation as amended and restated, the Corporation, which has no members, by and through its Board of Trustees authorized and consented in writing on September 27, 2011, to this Amendment to the Amended and Restated Articles of Incorporation by a two-thirds (2/3rds) or greater vote of the Trustees. The vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Amended and Restated Articles of Incorporation this 30th day of November, 2011.

TALL TIMBERS RESEARCH, INC.

By: David D. Perkins

David D. Perkins
Chairman

Attest:

Mrs. C. Martin Wood, III

Mrs. C. Martin Wood, III
Secretary