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November 13, 1997

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Florida Secretary of State
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314-6327

Dear Sir/Madam:

Enclosed are original and one copy of Articles of Amendment to
Articles of Incorporation of Winter Haven Community Theater, Inc..

Also enclosed is my client's check in the amount of \$35.00 to cover
your filing fee and an envelope for your convenience in returning to
me a copy with the filing date conformed.

If you have any questions regarding this matter, please call my
secretary, Lynn Scott or me at the number shown above. Thank you for
your assistance in this matter.

Very truly yours,

JOLLY AND STEWART ATTORNEYS, P.A.

Lawrence Stewart

LAWRENCE C. STEWART, JR.

LCS:lhs
enclosures (as noted)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend + N.C.
11-24-97
CC

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
WINTER HAVEN COMMUNITY THEATER, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:

ITEM I

Article I - Name - is hereby amended as follows:

The name of the corporation shall be **THEATRE WINTER HAVEN, INC.**

ITEM II

Article II, paragraph (a) shall be amended to read as follows:

The purpose of the corporation shall be the production and presentation of entertainment providing an arena for the talents, arts and crafts of the performing arts, the training of those who express an interest therein and the stimulation of greater audience participation in the performing arts by present and future generations.

ITEM III

Article VI - Management of Corporation - is hereby amended to read as follows:

The affairs and business of this Corporation shall be governed, conducted and managed by the Board of Trustees of the Corporation, as provided in the by-laws.

ITEM IV

Article VII - Officers - is hereby amended to read as follows:

The offices of the Corporation and the officers who shall serve therein shall be determined by the by-laws.

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SECRETARY OF CORPORATION
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ITEM V

Article VIII - Board of Trustees - shall be amended to read as follows:

The Board of Trustees shall be composed of no less than 12, nor more than 18 persons elected in accordance with the by-laws.

ITEM VI

Article IX - Activities Offered - shall be amended to read as follows:

The activities offered to general members by the corporation shall be designated as, but not limited to, Community Productions, Children's Productions and a Theater School. The Mission of the Winter Haven Community Theatre is to nurture the cultural growth of the community by providing quality live theatre through presentation, participation and training.

ITEM VII

Article X - By-Laws - shall be amended to read as follows:

The by-laws may be amended, altered or rescinded by a majority vote of the Board of Trustees present at any regular or special meeting called for that purpose.

ITEM IX

Article XII - Dissolution - shall be added to the Articles, as follows:

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the

corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized under the laws of the State of Florida as a corporation not for profit and operating in the area of the performing arts, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the judge of the county court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operating in the arena of the performing arts.

SECOND: The date of adoption of the amendments was August 18, 1997.

THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendment was adopted by the Trustees.

THEATRE WINTER HAVEN, INC.

By: 

Lawrence C. Stewart, Jr.

As Chairman

November 13, 1997.