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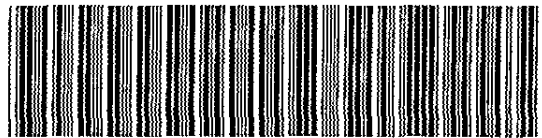
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LAW OFFICES OF
BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.

FIRST NATIONAL BANK OF FLORIDA BUILDING, SUITE 300
1150 Cleveland Street
Clearwater, FL 33755

JAMES A. BAXTER (of Counsel)
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December 17, 2002

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

Re: Clearwater Unitarian-Universalist
Church Foundation, Inc.

Dear Sir or Madame:

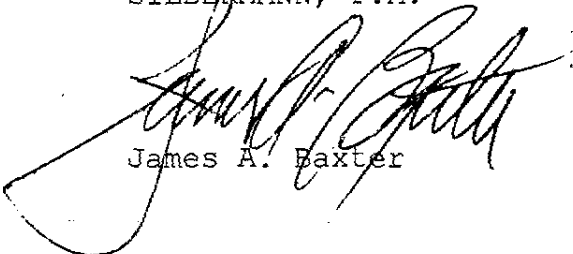
Enclosed please find an original and one copy of Articles of Amendment for the above-named corporation. Also enclosed is our firm's check in the amount of \$43.75 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	8.75

Please file the enclosed Articles of Amendment and return a certified copy to the undersigned.

Very truly yours,

BAXTER, STROHAUER, MANNION &
SILBERMANN, P.A.



James A. Baxter

JAB/kc
Encls.

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CLEARWATER UNITARIAN-UNIVERSALIST
CHURCH FOUNDATION, INC.

Under the provisions of Florida Statutes Sections 617.1001-1006, this Corporation adopts the following Article of Amendment to its Articles of Incorporation:

ARTICLE II - Purposes is hereby deleted in its entirety and a new Article II - Purposes is inserted in its place and stead:

ARTICLE II - Purposes. The general nature of the objects and purposes of this Corporation shall be:

(a) To accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts (and be authorized to act as trustee where allowed by law), and property of any sort, without limitation as to amount or value, and to use, disburse, or donate the income or principal thereof for exclusively charitable purposes.

(b) No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), directors or officers, but the Corporation 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 Article II - Purposes of these Articles,

(c) It is intended that the Corporation shall have and continue to have the status of a Corporation that is exempt from federal income taxation 26 USCA Section 501(a) as an organization described in 26 USCA Section 501(c)(3) and which is other than a private foundation as defined in 26 USCA Section 509. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA Section 501(c)(3). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

(d) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof,

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to other organizations, provided that (1) such organizations shall be organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals; (2) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from gift, succession, inheritance, estate or death taxes (by whatever named called) imposed by the United States Government; and (3) such organization shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government.

(e) Alone or in cooperation with other persons or organizations to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation. Nothing herein contained shall be construed to prohibit the Corporation from buying, selling, exchanging or assigning for value in the ordinary course of its operations any of its property, real, personal or mixed.

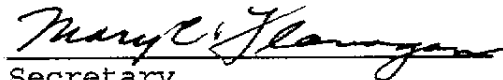
(f) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue Code.

The foregoing Articles of Amendment were adopted by the members of the Corporation, all of whom are members of the Board of Directors at a regular meeting called for the purpose of amending the Articles of Incorporation.

adopted on September 23, 2002.


Harold Winner, Chairman of
the Board of Directors and
President of the Foundation

Attest:


Secretary

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