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Valerie Faulkner
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Port Richey, Florida 34668
Phone: (813) 846-9274

May 27, 1998

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-06/01/98-01059-017
*****35.00 *****35.00

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

Re: Amendment to Articles of Incorporation
Citizens Association of Port Richey, Inc.

To Whom it May Concern:

Enclosed please find original and one copy of the duly adopted amendment
Article III of the above non profit corporation. I understand that the fee for filing
amendment is \$35.00, and I enclose a corporation check in that amount. I trust that you
will find the enclosed in order.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN -1 PM 2:48

APPROVED
AND
FILED

Very truly yours,

Valerie Faulkner, Pres.
Valerie Faulkner, President
Citizens Association of Port Richey, Inc.

VF/phr
Encl. (3)

752825
Amend
268
6-1-98

ARTICLES OF AMENDMENT OF CITIZENS ASSOCIATION OF PORT RICHEY, INC.
(A CORPORATION NOT FOR PROFIT)

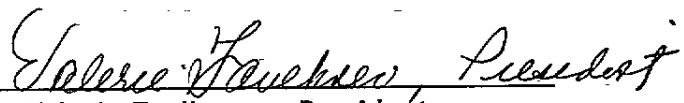
The Articles of Incorporation of CITIZENS ASSOCIATION OF PORT RICHEY, INC. are hereby amended so as to replace the previous Article III with the following Article III:

ARTICLE III

The membership of this corporation is restricted to bona-fide residents and homeowners of legal age, within the corporate limits of the City of Port Richey, Florida and one representative (and his or her spouse) of any business or commercial enterprise as well as any non profit corporation which is located within the City of Port Richey, Florida, who have been duly elected to membership by a majority of those present at any meeting and whose dues are currently paid in full. Dues shall be prescribed in the By-laws. A person shall not become a member of this Association without approval of the Board of Directors of the Association. Members must be eighteen years of age or older. Any resident member in good standing who moves from the City of Port Richey may request Associate Membership status. Associate members shall have the same responsibilities and privileges as resident members. Elected officials of the City of Port Richey, Florida and those persons running for office in the City of Port Richey, Florida shall not be eligible for any position on the Board of Directors or for any office in this Corporation.

This amendment was adopted by the members of this Corporation on May 18th, 1998, and the number of votes cast for the amendment was sufficient for approval of the amendment.

CITIZENS ASSOCIATION OF PORT RICHEY, INC.


By: Valerie Faulkner as President

Date: 5/28/98

APPROVED
AND
FILED
98 JUN 11 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA