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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 5/27/05
Amend

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May 18, 2005

Department of State
Division of Corporations
Corporate Filings - Amendments
P. O. Box 6327
Tallahassee, FL 32314

Re: Sundowners Motorcycle Club, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above referenced entity, together with our check in the amount of \$35.00 for cost of same.

Thank you for your assistance in this matter.

Very truly yours,

KRASNY AND DETTMER

/kt

Kathy Tompkins
Kathy Tompkins, Legal Asst. to
Scott Krasny

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SUNDOWNERS MOTORCYCLE CLUB, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. ARTICLE VI shall be restated as follows:

The affairs of the Corporation shall be managed by five (5) officers. Such Officers will likewise constitute the Trustees of the Corporation. Election shall be by majority vote of the membership on the 31st day of October of each year for a term of one year.

2. ARTICLE VII shall be restated as follows:

Five (5) persons shall constitute the Board of Trustees and such Trustees shall be the Officers of the Corporation unless otherwise provided for in the By-Laws.

3. ARTICLE X is hereby amended as follows:

The Corporation is organized as a not-for-profit Corporation. No part of its activities shall be conducted in such a manner that its earnings or assets benefit any private shareholder, member, Trustee, Director, Officer, or individual, nor shall any stock be issued.

4. Article XII is hereby added as follows:

ARTICLE XII. DISPOSITION ON DEATH OF ALL MEMBERS

Should all the members of the corporation die or otherwise become inactive, the real property owned by the corporation and more particularly described as follows:

Beginning at a point on the east side of Old Dixie Highway, 682.75 ft. due south on the north line of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 33, Township 21 South, Range 35 East, said beginning point also being the SW corner of Clyde Holmes Tract, described in Deed Book 359, page 35, Public Records of Brevard County, Florida; Thence east along the South line of tract described in Deed Book 359, page 35, aforesaid 230 ft. to a point; Thence southwardly along the West line of Lot 6 a distance of 175 ft. to a point marking the southwest corner of said Lot 6; Thence westwardly a distance of 205 ft. to the east side of Old Dixie Highway; Thence North along the east line of Old Dixie Hwy. a distance of 178 ft., more or less to the point of beginning. LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCEL: Begin at the intersection of the North right-of-way line of Sedwick Ave. and the Easterly right-of-way line of North Dixie Avenue; thence North 89 deg. 16'00" East 25.28 feet along the North right-of-way line of Sedwick Avenue; thence North 56 deg. 50'44" West 21.68 feet; thence North 18 deg. 25'36" West 44.31 ft.; thence South 9 deg. 20'11" East 52.06 feet along the Easterly right-of-way line of North Dixie Ave., to the Point of Beginning. Being a part of County Parcel No. 33-21-35-00-269 and a pt. of the SW $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Sec. 33, Twp. 21 S, Rge. 35 E. Brevard County, Florida.

shall be transferred to the National Organization of the Sundowners Motorcycle Club, Inc., or in the event that such Organization no longer exists, to such other non-profit organization as selected by the remaining members of the National Organization.

5. The foregoing Amendment was adopted by the
Members
unanimous consent of all of the Directors of the Corporation on
the 3rd day of February, 2005, in the manner
prescribed by the Florida General Corporation Act.

Dated this 3rd day of February, 2005.

SUNDOWNERS MOTORCYCLE CLUB, INC.

By: John F. Crockett
John F. Crockett

Attest:

Richard St. James
Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

On this day personally appeared before me the
undersigned officer, JOHN F. CROCKETT, as President of
SUNDOWNERS MOTORCYCLE CLUB, INC., a Florida corporation, who
produced Florida Drivers License as identification, who
acknowledged that he executed the foregoing Articles of
Amendment as such officer for and on behalf of the Corporation
after having been duly authorized to do so.

WITNESS my hand and official seal at Melbourne,
Florida, this 3rd day of February, 2005.

My commission expires:

Sarah K. Tompkins
Notary Public

