

763171

Friends of Erna Nixon Park
P.O. Box 1873
Melbourne, FL 32902-1873
January 21, 1997

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

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-02/04/97--01116--009
*****35.00 *****35.00

Attn: Amendments

Dear Sirs:

Enclosed is a notarized copy of amendments to the Friends of Erna Nixon Park, Inc. Articles of Incorporation. We are also enclosing the \$35.00 filing fee.

Please return the photocopy of the Articles of Amendment marked in such a way that the IRS can see that they have been properly filed and approved.

Thank you for your attention.

Sincerely,

Vicki L. Williams

Vicki L. Williams
Treasurer

Friends of Erna Nixon Park, Inc.

SH 2/10

Amend.

FILED
97 FEB -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

The undersigned authorities, acting as the President and Secretary of Friends of Erna Nixon Park, Inc., a Florida nonprofit corporation and pursuant to Chap.607.1006 (1)(Fla. Stat.), hereby adopt the following Articles of Amendment for the Corporation, and would state as follows:

1. ARTICLE II. ENABLING LAW. is hereby amended to read:

This corporation is organized pursuant to the Corporation Not for Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. ARTICLE III. PURPOSES. Part (c) is hereby amended to read:

(c) This corporation is organized and operated exclusively for nonprofit purposes, and no part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. ARTICLE IX. DISSOLUTION is hereby amended to read:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

All other portions of the Articles of Incorporation of the Corporation, not specifically modified or amended herein, are hereby authorized to continue in

STATE OF FLORIDA
COUNTY OF _____)

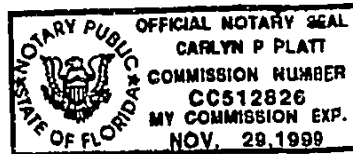
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Before me, the undersigned authority, personally appeared Erin Seclair and Martha Stewart to me well known to be the president and secretary, respectively of the above-mentioned corporation, who executed the foregoing Articles of Amendment, and they acknowledged before me, according to the laws of the State of Florida, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 30 day of

January, 1997.

Carlyn P. Platt
NOTARY PUBLIC
My commission expires:



Articles of Agreement of Guna Nixon Park.