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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 429814 4340059

AUTHORIZATION :

Patricia Pyzdek

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CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

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201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILING

NAME: SAMUEL E. AND MARY W. THATCHER
FOUNDATION, INC.

EFFECTIVE DATE:

6/16/97

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Amend

FILED
97 JUN 16 PM 4:08
SECRET
TALLAHASSEE
FLORIDA

97 JUN 17 3:20
FILED

ARTICLES OF AMENDMENT
OF
SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.

97 JUN 16 PM 4:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article V of the Amended and Restated Articles of Incorporation of SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC., a Florida not-for-profit corporation, is hereby amended so as to read as follows:

ARTICLE V

DISSOLUTION AND DISTRIBUTION OF ASSETS

(a) Upon the dissolution of the Corporation under Article IV above, subject to the provisions of Paragraph (b) below, the assets of the Corporation shall be distributed to the organizations set forth in the Member's Memorandum, in the percentages set forth therein, all of which organizations shall constitute charitable, religious, scientific, testing for public safety, literary or educational organizations whose purposes are consistent with the corporation's purposes as set forth in paragraph (a) of Section 1 of Article II of these Articles.

(b) If an organization listed in the Member's Memorandum is not "qualified", as defined below, then the distribution that would otherwise be made to that organization shall be distributed to the Salvation Army, provided that the Salvation Army is "qualified", and, if it is not, the distribution shall be divided proportionately among such of the organizations in the Member's Memorandum which are "qualified".

(c) An organization is "qualified" where it (i) qualifies under Section 501(c)(3) of the Code and (ii) is an organization described in Section 170(b)(1)(A) of the Code that has been in existence as so described for a continuous period of at least 60 calendar months immediately preceding the distribution.

(d) The Member's Memorandum is that memorandum made by the member, John W. Thatcher, last delivered to the Board of Directors prior to the death of the member, that makes specific reference to this Article and that is executed in accordance with the formalities of a Will by that member.

2. The foregoing amendment was adopted by the sole Member and the Board of Directors of this Corporation, pursuant to Section 617.1002 of the Florida Statutes and Article XI of the Bylaws of the Corporation on the 1st day of June 1997, 1997.


John W. Thatcher, President