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CUSTOMER NO: 7176625

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DOMESTIC AMENDMENT FILING

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

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: \_\_\_\_\_

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DIVISION OF CORPORATION

COULLETTE MAY 10 2001

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

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 that after amendment, it reads as follows:

ARTICLE V

DISSOLUTION AND DISTRIBUTION OF ASSETS

(a) Upon the dissolution of the Corporation under Article IV above, the assets of the Corporation shall be distributed to the organizations set forth in the Member's Memorandum, in the percentages set forth therein, each of which shall be an organization described in Code §170(b)(1)(A) (other than in clauses (vii) and (viii)), where each such organization has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding such distribution thereto, where said organizations are defined herein individually as a "Qualifying Organization," and collectively as "Qualifying Organizations," and whose purposes are consistent with the corporation's purpose as set forth in paragraph (a) of Section 1 of Article II of these Articles.

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

(c) 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 Amended and Restated Articles of Incorporation of the Corporation of the 24<sup>th</sup> day of April, 2001.

  
John W. Thatcher, President