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July 1, 2002

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

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-07/03/02--01040--004
*****43.75 *****43.75

RE: Redland Orchid Festivals, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Redland Orchid Festivals, Inc. for filing. Also enclosed is our firm check in the amount of \$43.75 to cover said filing fee.

Should you have any questions or need any additional information, please call.

Sincerely,



Lisa Bogatin
Secretary to Lance C. Fuchs, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/lab

Enclosures

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377 Amend 7-3-02
Cert Corp 02/1

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REDLAND ORCHID FESTIVALS, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments added and adopted:

ARTICLE VII

LIMITING POWERS CLAUSE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation 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.

ARTICLE VIII

DISSOLUTION

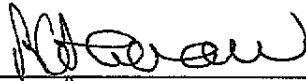
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECOND: The date of the amendments adoption: January ^{22nd}, 2002.

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THIRD: The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

Signed this 24th day of January, 2002.


ROBERT ROWLAND, President