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BASIC AMENDMENT
PERFORMING ARTS DOWNTOWN, INC.

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Amend

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 2002

PERFORMING ARTS DOWNTOWN, INC.
12 TIDY ISLAND BLVD.
BRADENTON, FL 34210

SUBJECT: PERFORMING ARTS DOWNTOWN, INC.
REF: N01000003994

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Darlene Connell
Corporate Specialist

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ARTICLES OF AMENDMENT
OF
PERFORMING ARTS DOWNTOWN, INC.

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1. Pursuant to Florida Statutes Sections 617.1002 and 617.1006, Article II and Article IX of the Articles of Incorporation of the above-referenced Corporation are amended and restated in their entirety as follows:

ARTICLE II.

OBJECTIVES AND PURPOSES

This Corporation is organized exclusively for charitable, educational, religious or 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).

The general objectives and purposes of this Corporation shall be to promote and encourage community participation in support of the construction and/or acquisition of a performing arts facility within the boundaries of Manatee County Florida, and to do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.

This Corporation shall have all other powers given not for profit corporations under the Laws of Florida.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Prepared By:
John E. Wickman, Esq.
Wickman & Wyckoff, P.A.
4909 Manatee Avenue West
Bradenton, FL 34209
(941) 795-6565
Florida Bar No. 0046884

ARTICLE IX.

INCOME DISTRIBUTION AND DEDICATION OF ASSETS

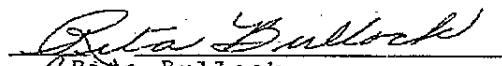
The Corporation is a not for profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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 a Court of competent jurisdiction located in the county in which the principal office of the Corporation 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.

2. The foregoing amendments were adopted on June 27, 2002, by the majority vote of the members entitled to vote on the amendments, in accordance with Florida Statutes Section 617.1006 and Article X. of the Articles of Incorporation of the corporation; the number of votes cast was sufficient for approval.

3. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on June 27, 2002.


Rita Bullock
Secretary