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BASIC AMENDMENT
MANATEE RIVERWALK, INC.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MANATEE RIVERWALK, INC.
A Florida Not For Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 617.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation having been filed with the Florida Department of State on August 24, 2001, under Document Number N01000006090.

1. The name of this Corporation is MANATEE RIVERWALK, INC.
2. The Articles of Incorporation are amended to delete the existing Article II in its entirety and insert a new Article II which shall read as follows:

ARTICLE II
PURPOSES AND POWERS

This Corporation is a not-for-profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation include by way of example, but not by way of limitation:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit Corporations.

B. The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or to any

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member of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

F. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more Organizations which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

3. There are no members entitled to vote on the amendment. Pursuant to § 617.1002(b), Florida Statutes, the foregoing amendment was adopted by a majority vote of the Board of Directors then in office at a meeting held August 27, 2003, and the number cast in favor of the Amendment was sufficient for passage.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment on this 28th day of August, 2003.

ATTEST:

By:


TRENT RODIMEL, President
KELLY HODGES, Secretary

Prepared By: Jason M. DePaola, Esq. (Bar #0180040)
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