

NO 3000004533

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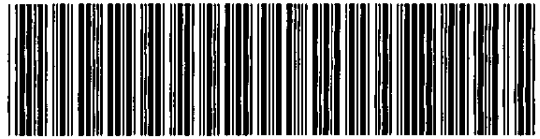
(Business Entity Name)

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07 NOV -9 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Amend
C. Coultette NOV 13 2007

LINES, HINSON AND LINES

• LAWYERS

121 NORTH MADISON STREET 32351
POST OFFICE BOX 550
QUINCY, FLORIDA 32353

WILLIAM D. LINES (1914 - 1992)
ALEXANDER L. HINSON
BLUCHER B. LINES

TELEPHONE (850) 875-1300
TELECOPIER (850) 875-1350

31 October 2007

Secretary of State
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

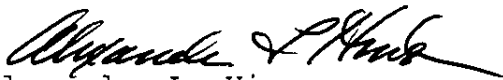
RE: W. P. HUMPHREY CLUB, INC.

To whom it may concern:

Enclosed please find for filing **Articles of Amendment of W. P. Humphrey Club, Inc.**.. Also enclosed is our firm's check in the amount of \$43.75 for filing fee and one certified copy.

Thanking you for your assistance in this matter, I am,

Sincerely,


Alexander L. Hinson
Lines, Hinson and Lines

ALH:kc

Enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 1, 2007

LINES, HINSON & LINES
ALEXANDER L. HINSON
PO BOX 550
QUINCY, FL 32353

SUBJECT: W. P. HUMPHREY CLUB, INC.
Ref. Number: N03000004533

RECEIVED
2007 NOV -9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for W. P. HUMPHREY CLUB, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 407A00064018

ARTICLES OF AMENDMENT
OF
W. P. HUMPHREY CLUB, INC.

The Articles of Incorporation of W. P. HUMPHREY CLUB, INC., a Florida corporation, are hereby amended as follows, to-wit:

1. That Article III entitled "PURPOSE" is amended to read as follows, to-wit:

ARTICLE III.

PURPOSE

"This is a nonprofit corporation organized to preserve, restore and enhance the historic school building located at 772 Church Street in the City of Gretna, Florida. Said corporation is organized exclusively for charitable, religious, educational and 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 the corresponding section of any future federal tax code."

2. That the aforesaid amendment was unanimously adopted by the Board of Trustees of the corporation on November 8, 2007, as shown by the true copy of a Resolution attached hereto and by reference incorporated herein and made a part hereof.

3. That there are no members _____ entitled to vote on the Amendment.

4. That in all other respects the original Articles of Incorporation of the said corporation, as hereby amended, are ratified and affirmed.

IN WITNESS WHEREOF, we have set our hands and seals this 8th day of November, A.D. 2007.

Archibald Walter Watson, Jr.
ARCHIBALD WALTER WATSON, JR.
President

[Signature]
STERLING L. WATSON
Secretary

[Signature]
W. A. JOHNSON
Treasurer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV -9 AM 9:46

APPROVED
AND
FILED

R E S O L U T I O N

WHEREAS, pursuant to action taken at the meeting of the Board of Trustees of the W. P. HUMPHREY CLUB, INC., a Florida not for profit corporation, on the 8th day of November, A.D. 2007, the intention was manifested in a written statement that one (1) amendment to the Articles of Incorporation of the said W. P. HUMPHREY CLUB, INC. be adopted pursuant to the procedures provided in Chapter 607, Florida Statutes (2007).

NOW THEREFORE, be it unanimously resolved by the Board of Trustees of the W. P. HUMPHREY CLUB, INC., a Florida not for profit corporation, as follows, to-wit:

1. That the Articles of Incorporation of the said corporation be amended to add the following sentence to Article III entitled "Purpose" as follows:

"Said corporation is organized exclusively for charitable, religious, educational and 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 the corresponding section of any future federal tax code."

2. That there are no members or stockholders entitled to vote on the proposed Amendment.

3. That the President and Secretary-Treasurer of the said corporation be authorized to execute and file the appropriate Articles of Amendment to effectuate said amendment.

4. That in all other respects the said Articles of Incorporation of the said corporation, as hereby amended, be ratified and affirmed.

DONE this 8th day of November, A.D. 2007.

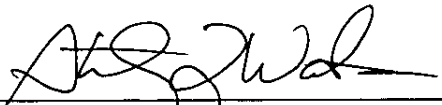
Board of Trustees


ARCHIBALD WALTER WATSON, JR.


STERLING L. WATSON


W. A. JOHNSON

I HEREBY CERTIFY that the foregoing is a true copy of a Resolution adopted by the Board of Trustees of the W. P. HUMPHREY CLUB, INC., a Florida not for profit corporation, on the 8th day of November A.D. 2007.



STERLING L. WATSON
Secretary

(corporate seal)