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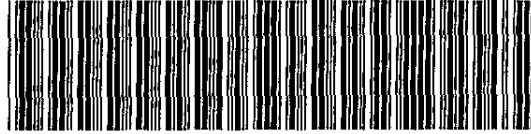
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Amend

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SAINT AUGUSTINE TRANSPORTATION MUSEUM, INC.

**DOCUMENT NUMBER:** N03000004562

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CHARLES E. PELLICER

(Name of Contact Person)

CHARLES E. PELLICER, ESQUIRE

(Firm/ Company)

28 CORDOVA STREET

(Address)

ST. AUGUSTINE, FLORIDA 32084

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

CHARLES E. PELLICER

(Name of Contact Person)

at ( 904 ) 829-6054

(Area Code & Daytime Telephone Number)

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☐ \$52.50 Filing Fee  
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**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SAINT AUGUSTINE TRANSPORTATION MUSEUM, INC.**

Document Number No3000004562

Pursuant to the provisions of Sections 617.1001 and 617.1002, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles Of Incorporation.

1. Article III of the Articles of Incorporation of *Saint Augustine Transportation Museum, Inc.* is amended to read as follows:

**ARTICLE III  
PURPOSES, LIMITATIONS, AND DISSOLUTIONS**

Section 1 Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and its primary purpose is a transportation museum and history of transportation.

Section 2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 the purposes set forth in Section 1 of this article. No substantial part of the activities of the Corporation shall be the carrying 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501 (c) (3) of the code; or (b) by any organization contributions to which are deductible under Section 170 (c) (2) of the Code.

Section 3 Dissolution. Upon the dissolution of the Corporation, the board of directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the corporation, to such organization or organizations organized and operated exclusively for religious, charitable, or educational

purposes and having its or their principal place of business in St. Johns County, Florida, as the board of trustees shall determine; provide, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501 (c) (3) of the Code.

2. Article VI of the Articles of Incorporation for *Saint Augustine Transportation Museum, Inc.* is amended to read as follows:

**ARTICLE VI  
DIRECTORS**

This corporation shall have at least three (3) but no more than ten (10) directors. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws.

3. Article XI is added to the Articles of Incorporation of *Saint Augustine Transportation Museum, Inc.* as follows:

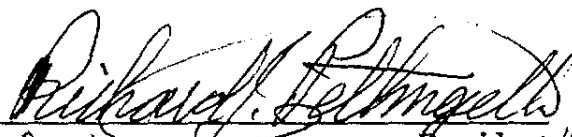
**ARTICLE XI  
MEMBERSHIP**

Section 1 Non-stock Basis. The Corporation is organized upon a non-stock basis and shall not issue shares of stock. A certificate of membership may evidence membership.

Section 2 Members. The members of the Corporation shall be those persons who shall, from time to time, constitute the board of directors of the Corporation.

4. The foregoing amendments were adopted by the board of directors of this Corporation on AUGUST 20, 2004. There are no members or members entitled to vote.

IN WITNESS WHEREOF the undersigned president and secretary of this Corporation have executed these Articles of Amendment on AUGUST 20, 2004.

  
Richard J. Pettingell President/Director

  
Secretary