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TALLAHASSEE, FLORIDA

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Re 6/21/04 *Re-* *8106*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 19, 2004

RAYMOND E MAKOWSKI, P.A.
P O BOX 551174
JACKSONVILLE, FL 32255-1174

SUBJECT: BARTRAM ANTIQUES PRESERVATION, INC.
Ref. Number: N03000008156

We have received your document for BARTRAM ANTIQUES PRESERVATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 104A00035067

Raymond E. Makowski, P. A.

Attorney at Law

10151 Deerwood Park Boulevard

Building 200, Suite 250

Jacksonville, Florida 32256

(904) 296-4777

May 11, 2004

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

Re: Bartram Antiques Preservation, Inc.

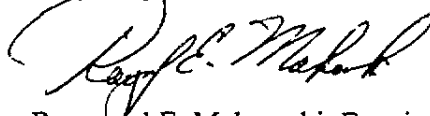
Dear Sir or Madam,

Enclosed is the original and one copy of the first amendment to the articles of incorporation and a check for \$43.75 for your filing fee and a certified copy.

Please return to:

Raymond E. Makowski, P. A.
P. O. Box 551174
Jacksonville, FL 32255-1174

Very truly yours,



Raymond E. Makowski, Esquire

REM/jfs

Enclosures

cc: Mr. Lewis B. Bartram

ARTICLES OF AMENDMENT

OF

FILED

04 JUN 14 PM 1:22

BARTRAM ANTIQUES PRESERVATION, INC.

CLERK OF STATE
TALLAHASSEE, FLORIDA

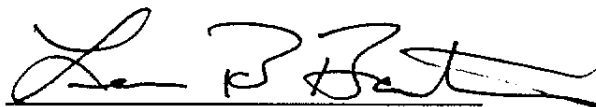
At the special meeting of the Board of Directors of Bartram Antiques Preservation, Inc., held on the 11th day of May, 2004, it was hereby

RESOLVED as follows:

Article III shall be amended to add the following language:

- a This 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 corresponding section of any future federal tax code.
- b 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 organization 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 organization 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 corporation 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.
- c. Upon the dissolution of the organization, 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. Any such assets not disposed of by the Circuit Court in and for the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

The amendment was unanimously adopted by the Board of Directors with all Directors being present and voting on the date listed above. There are no members. Therefore, this was adopted solely by the Board of Directors.



Lewis B. Bartram
As President