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FRED H. STEFFEY
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February 12, 2004

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: RIVER CITY COMMUNITY ANIMAL HOSPITAL, INC.

Gentlemen:

Enclosed for filing is the executed original of Amendment Number One to Articles of Incorporation of the above-referenced corporation together with a copy to be stamped with the filing information and returned with your acknowledgment of the filing.

Also enclosed is my firm's check in the amount of $35.00 to cover the following filing fee.

If you have any questions, please give me a call.

Sincerely,

Fred H. Steffey

Fred H. Steffey

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TALLAHASSEE, FLORIDA

FHS:maw
Enclosures

cc: Sarah T. Skinner, D.V.M. - w/enclosure

AMENDMENT NUMBER ONE TO ARTICLES OF INCORPORATION OF RIVER CITY COMMUNITY ANIMAL HOSPITAL, INC.

By the unanimous vote evidenced by the written consents of all of the members of the Board of Directors of **RIVER CITY COMMUNITY ANIMAL HOSPITAL, INC.** pursuant to F.S. §617.0821, the following amendment to the Articles of Incorporation of the corporation was adopted on January 26, 2004, effective upon the filing of this Amendment with the Florida Secretary of State, the members of such Board of Directors being authorized to adopt such amendment because the corporation has no members and the number of votes cast in favor of the adoption of the amendment by such directors being sufficient for its approval:

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1. Article III is amended in whole to read as follows:

Article III

The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, but not limited to, the establishment, maintenance and operation of an animal hospital and programs for the provision of veterinary medical care and treatment to animals of qualified pet caretakers, regardless of ability to pay, including spay/neuter services, preventative and maintenance medical care, education and routine outpatient services, and to make contributions to other charitable, educational and scientific organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code") to which contributions are deductible under Section 170(a)(2) of the Code, and not for pecuniary profit.

2. Article IV is amended in whole to read as follows:

Article IV

<u>**Section 4.1**</u>. The corporation shall have no members. The business and affairs of the corporation shall be managed by the Board of Directors of the corporation which shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Directors consist of less than three (3) persons.

Section 4.2. The members of the Board of Directors shall be elected bi-annually by the members of the Board of Directors then serving as provided in the Bylaws of the corporation.

Section 4.3. The officers of the corporation whose names, mailing addresses and titles are set forth in Article VII of these Articles shall constitute the members of the first Board of Directors of the corporation.

Section 4.4. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

3. The following new Articles IX, X, XI, XII and XIII are added:

Article IX

The corporation shall have no capital stock and shall pay no dividends.

Article X

Section 10.1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or any 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 Article III.

Section 10.2. 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 any candidate for public office.

Section 10.3. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

Article XI

Section 11.1. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to such organizations organized and operated for such purposes as the Board of Directors shall determine, provided that at the time they qualify as state or local governmental entities or exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(a)(2) of the Code.

Section 11.2. Any assets of the corporation not distributed by the Board of Directors pursuant to Section 11.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such state or local governmental entities or Section 501(c)(3) qualifying organizations as said court shall determine.

Article XII

Section 12.1. Subject to the restrictions and limitations set forth in Articles X and XI, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

Section 12.2. Notwithstanding any contrary provision of these Articles, during any period when the corporation shall be classified as a private foundation, as that term is defined in Section 509(a) of the Code, the corporation's powers shall be subject to the limitations set forth in Section 617.0835 of the Florida Statutes (or any comparable law in effect in Florida from time to time), the provisions of which section are incorporated in these Articles by this reference.

Article XIII

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, this Amendment has been executed on behalf of the Corporation by its President the 26th day of January, 2004.

RIVER CITY COMMUNITY ANIMAL HOSPITAL, INC.

By: ______________________
STACEY R. CHESSER, President

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STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **STACEY R. CHESSER** (Known to me ✓ or Type of Ident. & No.:_______), in her capacity as the President of **RIVER CITY COMMUNITY ANIMAL HOSPITAL, INC.**, and who executed the foregoing document, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of Jan, 2004.

Christine Whitney
NOTARY PUBLIC, State of Florida
Print Name:
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
CHRISTINE WHITNEY
COMMISSION # DD113521
EXPIRES JUN 25 2006
BONDED THROUGH
ADVANTAGE NOTARY