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THE FLORIDA CATHOLIC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE FLORIDA CATHOLIC, INC.**

THE FLORIDA CATHOLIC, INC., a not for profit a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies as follows:

1. The name of the Corporation is The Florida Catholic, Inc. The date of filing of its original Articles of Incorporation with the Florida Department of State was January 6, 2004 under filing number N04000000282.

2. Pursuant to and in accordance with Sections 617.1002 and 617.1006 of the Florida Not For Profit Corporation Act (the "**Act**"), these Articles of Amendment to Articles of Incorporation amend certain provisions of the First Amended and Restated Articles of Incorporation of this Corporation. These Articles of Amendment to the First Amended and Restated Articles of Incorporation were authorized, approved, and ratified by a number of members of the Corporation sufficient for approval in accordance with Section 617.0701 of the Act. Pursuant to Section 617.1002(2) of the Act, the approval of the Corporation's board of directors is not required.

3. Article V of the First Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

**"ARTICLE V
Members**

5.1 **Members.** The Members of this Corporation shall be the Most Reverend Thomas G. Wenski, as Bishop of the Roman Catholic Diocese of Orlando, Florida, a corporation sole, and his successors in office; Diocese of Palm Beach, Inc., a Florida not-for-profit corporation; and the Most Reverend Frank J. Dewane, as Bishop of the Roman Catholic Diocese of Venice, Florida, a corporation sole, and his successors in office."

4. Section 7.1 of the First Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

"7.1 **Registered Agent.** The name of the registered agent of this Corporation and the address of its registered office are as follows:

Registered Agent: Carol Brinati

Registered Office: 50 E. Robinson St., Suite G, Orlando, FL 32801"

5. Section 8.1 of the First Amended and Restated Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

"8.1 **Number of Directors.** The number of Directors of this corporation shall be set forth from time to time in the bylaws of the corporation, provided however, the number of Directors shall be at least three (3) at all times."

6. Except as specifically amended hereby, the First Amended and Restated Articles of Incorporation shall remain in full force and effect.

7. The foregoing amendment to the First Amended and Restated Articles of Incorporation was adopted by the members of the Corporation on the 9th day of September, 2009.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to First Amended and Restated Articles of Incorporation to be signed this 9th day of September, 2009.

THE FLORIDA CATHOLIC, INC.

By: Carol Brinati
Name: Carol Brinati
Title: Associate Publisher

REGISTERED AGENT ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the appointment as registered agent of The Florida Catholic, Inc. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties, and she is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, Florida Statutes.

Carol Brinati
Carol Brinati
9/9/09
Date