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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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JACK G. HAND, JR.

November 5, 2007

Department of State
Division of Corporations
Clifton Building
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Tallahassee, Florida 32301
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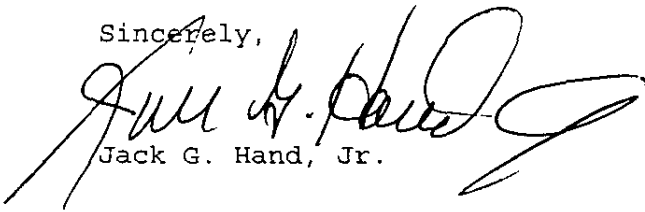
Ladies/Gentlemen:

Enclosed please find "Articles of Amendment to Articles of Incorporation of North Florida Show Car Association, Inc.", together with our firm check in the amount of \$35.00 for the filing fee. I would appreciate it if you would file the enclosed Amendment at your earliest convenience.

If you have any questions, please do not hesitate to contact me at the address or telephone number shown above.

With kindest personal regards, I am

Sincerely,


Jack G. Hand, Jr.

JGH/pm
enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTH FLORIDA SHOW CAR ASSOCIATION, INC
A CORPORATION NOT FOR PROFIT**

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2007 NOV -6 PM 12:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopted the following amendments to its Articles of Incorporation on October 25, 2007, by majority vote of the Directors of the corporation.

1. Article III of the Articles of Incorporation is deleted, and the following is inserted in lieu thereof:

**ARTICLE III
PURPOSE OF CORPORATION**

This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to an organization, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The purposes of this corporation are to instill interest in automobiles and particularly in restored automobiles and show cars; to provide a structure for the gathering of those interested in automobiles and show cars; to provide a structure and opportunity for its members to show automobiles in which they are interested or which they have restored; to provide education concerning automobiles for the children and other citizens of the community, at minimum charges, and for no profit. To further the educational purposes of the corporation, any and all spectators attending the events hosted by the corporation shall be admitted without charge.

2. An Article VII to the Articles of Incorporation is added, as follows:

**ARTICLE VII
NO DISTRIBUTION TO MEMBERS**

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 corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in Article Third hereof. No

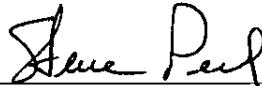
substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax section 501(c)(3) of the internal revenue Code, or the corresponding section of any future tax code, or (b) by a corporation to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. An Article VIII to the Articles of Incorporation is added as follow:

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

4. The members of the corporation are not entitled to vote on a proposed amendment of the Articles of Incorporation, and these amendments were adopted by a majority vote of the Board of Directors on October 25, 2007.



STEVE PEEL, President and Chairman
of the Board of Directors