

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: OCALA SOAP BOX DERBY, INC.

EIN: 83-0461664

DOCUMENT NUMBER: N06000001257

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

Please return all correspondence concerning this matter to the following:

Alan Cummings
(Name of Contact Person)

OCALA SOAP BOX DERBY, INC
(Firm/ Company)

303 SE 17th St., # 309
(Address)

Ocala, FL 34471-
(City/ State and Zip Code)

For further information concerning this matter, please call:

Alan Cummings at (352) 687-1929
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy
- \$52.50 Filing Fee Certificate of Status

OCALA SOAP BOX DERBY INC.
303 SE 17th St Suite 309
Ocala, FL 34471

1004
63-2/830
BRANCH 81182

June 26, 2006
Date

Pay to the order of Florida Department of State \$ 43.75

Forty-Three and 75/100- -- Dollars



WACHOVIA
Wachovia Bank, N.A.
wachovia.com

For Amend Corpation

Alan Cummings

06300002 1: 20000258 3 3000 100

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
OCALA SOAP BOX DERBY, INC.**

FILED
06 JUL -5 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Ocala Soap Box Derby, Inc. by authority of the corporation's Directors and Members submit the following:

1. The name of the corporation is Ocala Soap Box Derby, Inc.
2. At a special meeting of the members of the corporation held on June 26th, 2006, the following resolution was presented to the members of the corporation on the recommendation of the board of directors:
 1. RESOLVED that Article II of the Articles of Incorporation be revoked
And in lieu and substitution thereof, the following shall become Article II.

ARTICLE II: PRINCIPAL OFFICE

The address of the initial Registered office of this corporation is 303 SE 17th Street, Suite 309, Ocala, Florida 34471, and the name of its initial registered agent at said address is Alan Cummings.

2. RESOLVED that Article III of the Articles of Incorporation be revoked
and in lieu and substitution thereof, the following shall become Article III.

ARTICLE III: PURPOSES

This corporation is formed to operate as a charitable, educational and religious organization.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) 3 of the internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Code as amended from time to time.

- A. **No part of the net earnings of the organization 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 organization 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 Organization 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.

B 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 shall be disposed of by the Court of Common Pleas (Circuit Court) of 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 exclusively for such purposes.

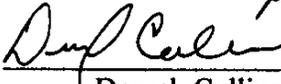
III All members of the corporation were present at the meeting duly called to consider the above resolution which was adopted unanimously by the members of the corporation in compliance with the corporation's by-laws.

IV. The officers of the corporation were further authorized to take such action to file the amendment with the Secretary of State, Division of Corporations. A certified copy of the Minutes of the Special Meeting of the Membership of the Corporation held on June 26, 2006 is attached hereto.

Dated this 26th day of June, 2006.



Alan Cummings President



Drexel Collins Secretary