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06 NOV 14 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALM BEACH FOOTBALL CLUB, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation, specifically, Article III, which is amended as follows:

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

and further amended by the inclusion of the following new Articles:

ARTICLE VII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization 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 by a corporation exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE VIII

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section

7 of any future federal tax code, or shall be distributed to the Federal government, or to a state for local government for a public purpose.

The date of adoption of this Amendment is the 1st day of December 2006.

This Amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 9th day of November 2006.


DONALD J. DEVER, President

This Amendment to the Articles of Incorporation of PALM BEACH FOOTBALL CLUB, INC. was approved by the board of directors (there are no members) on the 9th day of November 2006 and the number of votes cast for the Amendment was sufficient for approval.