

N/6583

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BASIC AMENDMENT

MEMPHIS AREA COMMUNITY DEVELOPMENT CORPORATION,

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**MEMPHIS AREA COMMUNITY DEVELOPMENT CORPORATION, INC.**

Pursuant to Section 617.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on August 29, 1986 under Document Number N16583.

1. The name of this Corporation is MEMPHIS AREA COMMUNITY DEVELOPMENT CORPORATION, INC.

2. The Articles of Incorporation are amended to delete the existing unnumbered first paragraph of Article VI, entitled Purpose, in its entirety and in place thereof the following is inserted:

**ARTICLE VI. - PURPOSE**

The Memphis Area Community Development Corporation, Inc. is formed exclusively for charitable and educational purposes, within the meaning of I.R.C. § 501(c)(3). The specific and primary purposes of the Corporation are to facilitate the community economic development of the Memphis area and economically depressed and blighted areas within the State of Florida through charitable and educational measures calculated to lessen sickness, poverty, crime, environmental degradation, and racial tensions, prejudice and discrimination by:

3. The Articles of Incorporation are amended to delete the existing Article IX, entitled Initial Directors, in its entirety, and in place thereof, the following new Article IX, entitled Directors, is inserted:

**ARTICLE IX- DIRECTORS**

The Board of Directors shall consist of at least 3 but no more than 15 persons with the number of Directors to be determined by the Members at the annual meeting of the Members. If the Board of Directors consists of eight or fewer Directors than all of the Directors shall be elected by the Members at the annual meeting of the membership but, if the Board of Directors consists of eight or more Directors, then eight Directors shall be elected by the Members at the annual meeting of the membership. The Bylaws of the Corporation shall further set forth the manner in which Directors shall be elected.

4. There are no members entitled to vote on the amendment. The amendment was adopted by the unanimous vote of the Board of Directors of the Corporation on January 10, 1998, and the number of votes cast for the amendment was sufficient for approval.

JUN. 30. 1999 9:54AM

HARLEE PORGES

NO. 0987 P. 3/3  
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IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment Articles of Incorporation on this 27 day of April, 1999.

ATTEST:

By:

  
Lawrence Major, President

  
Secretary

Prepared by: Shelly A. Gallagher, Esq. (Bar #0046371)  
Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.  
1205 Manatee Avenue West  
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\*\*\*\*\*CONFIDENTIAL\*\*\*\*\*

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