

Division of Corporations

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PERFORMING ARTS CENTER FOUNDATION, INC.

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PERFORMING ARTS CENTER FOUNDATION, INC.**

The undersigned, as President of PERFORMING ARTS CENTER FOUNDATION, INC. ("Corporation"), a Florida not-for-profit corporation, does hereby certify that the Amendments provided for herein were adopted by the Board of Directors of the Corporation on the 21st day of March, 2007. There are no members entitled to vote on this amendment.

1. Name of Corporation: PERFORMING ARTS CENTER FOUNDATION, INC.

2. Document Number: The document number of the Corporation is N24263.

3. Amendments Adopted:

(a) ARTICLE I of the Articles of Incorporation is hereby amended to read as follows:

**"ARTICLE I
NAME**

The name of the corporation shall be: RUTH ECKERD HALL FOUNDATION, INC."

(b) The last sentence of ARTICLE III of the Articles of Incorporation is hereby deleted.

(c) Subdivision (c) of ARTICLE V of the Articles of Incorporation is hereby deleted.

(d) ARTICLE VI of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE VI

BOARD OF DIRECTORS

The operation and affairs of the corporation shall be vested in the Board of Directors, and the election, qualification and other factors relating to the Board of Directors shall be as provided in the Bylaws of the corporation."

Prepared By:

Bruce H. Bokor, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0150340
(727) 461-1818

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4. Approval by Board of Directors: A majority of all members of the Board of Directors entitled to vote on these Amendments approved such Amendments such that the number of votes cast for the amendment was sufficient for approval.

5. All other articles and provisions of the Restated and Amended Articles of Incorporation as filed on January 8, 1988, as amended on December 12, 1990, remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 21st day of March, 2007.

PERFORMING ARTS CENTER
FOUNDATION, INC.

By: Robert A. Freedman
Name: Robert A. Freedman
Title: President & CEO

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