

N 25722

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TALLAHASSEE, FLORIDA

12/19/03
Amend
EB

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December 11, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

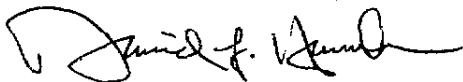
RE: Vero Beach Opera Guild, Inc.

Dear Sir or Madam:

Please find enclosed with this letter the original and a copy of the Articles of Amendment to the Articles of Incorporation of the captioned for non-profit corporation. Please accept the original enclosure for filing with your office. Please provide me with a stamped copy of the enclosure in acknowledgment of your receipt of same. A self-addressed, postage pre-paid return envelope is enclosed for your use in returning the stamped copy to me. A check for your required filing fee of \$35.00 is enclosed with this letter.

Thank you and please do not hesitate to contact me if anything has been omitted or additional information is needed..

Sincerely,



David L. Hancock, Esq.
For the Firm

DLH/

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
VERO BEACH OPERA GUILD, INC.**

1. The name of the corporation is Vero Beach Opera Guild, Inc. (the "Corporation") and its Document Number is N25722.
2. The amendment adopted hereby shall amend Article II of the Articles of Incorporation to provide as follows:

ARTICLE II

The purpose of the Corporation shall include, but not be limited to, the promotion and support of opera, classical and semi-classical music, the production and sponsorship of operas, classical and semi-classical music, conducting and sponsoring of educational programs pertaining to operas, classical and semi-classical music, organizing, sponsoring or operating foundations or companies to engage in all types of activities relating to operas, classical and semi-classical music, using or operating under any one or more fictitious names (including but not limited to the "Omnia Opera Society of Florida"), providing educational, scholarship and performance opportunities for artists performing operas, classical and semi-classical music, fostering and encouraging social and cultural relationships pertaining to its musical endeavors, and advancement of musical and cultural appreciation by society.

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as set forth hereinabove.

This Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 510(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future federal tax code.

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

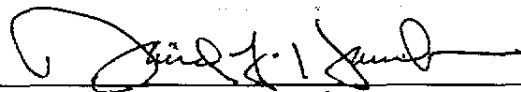
services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

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 any 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 so disposed of shall be disposed of by any court having jurisdiction thereof exclusively for such purposes or to such organization(s) as the aforesaid court shall determine, which are organized and operated exclusively for such purposes.

3. These Articles of Amendment were duly adopted by the unanimous vote of the Board of Directors of the Corporation in accordance with Florida Statutes § 617.1002 (b) since member action was not required.

4. These Articles of Amendment were duly adopted on December 3, 2003 and shall be effective upon filing in the office of the Florida Department of State, Division of Corporations.



David L. Hancock, Treasurer and Member
of the Board of Directors

David L. Hancock, Esq.
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