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December 4, 2001

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*ALSO ADMITTED IN
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CALIFORNIA

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

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*****35.00 *****35.00

RE: *Indian River Land Trust, Inc.*, a Florida corporation

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Amendment to the Articles of Incorporation of *Indian River Land Trust, Inc.*, a Florida corporation, for filing with the Secretary of State's Office.

This firm's check in the amount of \$35.00 is also enclosed to cover your filing fee.

Thank you for your assistance.

Amend
12-12-01
JAT

Sincerely,

J. Atwood Taylor, III

JAT:SS\F:\Taylor\Sherri\Corporations\SecState-AmendArtInc.L.doc

Encs.

CC: *Indian River Land Trust, Inc.*, w/enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INDIAN RIVER LAND TRUST, INC.**

THESE ARTICLES OF AMENDMENT are entered into on the dates set forth below:

W I T N E S S E T H:

WHEREAS, the original Articles of Incorporation of the Corporation were filed on May 2, 1988 and Amended Articles of Incorporation were filed on July 29, 1991; and

WHEREAS, the members of the Board of Directors approved these Articles of Amendment by vote and Resolution on January 23, 2001 following the duly noticed and conducted Annual Meeting of the Board of Directors; and

WHEREAS, the Board of Directors on behalf of the Members wishes to set forth the amendments in a written instrument.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confirmed, the Articles of Incorporation of the Corporation are hereby amended as follows:

Article II of the Articles of Incorporation is hereby amended as follows:

The purpose for which **INDIAN RIVER LAND TRUST, INC.** is organized is exclusively religious, charitable, scientific, literary, and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including, but not limited to the following particular purposes: To promote the preservation, conservation, and improvement of natural resources and special places in Indian River County, Florida, for the benefit of the general public and future generations. Specifically, the Land Trust will engage in land acquisition, disposition and management, education, research, cooperative activities with other entities having related objectives, and other activities that contribute to the accomplishment of our purpose.

Article VI of the Articles of Incorporation is hereby amended as follows:

The By-Laws of the Corporation shall be made, altered or rescinded by a majority vote at any annual or special membership meeting, or as otherwise specified in the By-Laws. They may be amended in the same manner.

Except as specifically set forth above, the terms and conditions of the Articles of Incorporation shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned has affixed his hand and seal for and on behalf of the Corporation this 27th day of November, 2001.

"CORPORATION"

**INDIAN RIVER LAND TRUST, INC., a
Florida not-for-profit corporation**

By:

A handwritten signature in black ink, appearing to read 'Peter Benedict', is written over a horizontal line.

**PETER BENEDICT, President and
Director**