

N30352

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BASIC AMENDMENT**ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.**

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AMENDMENT
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 2000

ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.
30 S MAGNOLIA
STE 250
ORLANDO, FL 32801US

SUBJECT: ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.
REF: N30352

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**FIRST AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.**

FILED
00 JAN 26 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1001 and 617.1002 of the Florida Not For Profit Corporation Act, **ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.**, a Florida not-for-profit corporation (the "Corporation") hereby adopts the following First Amendment to its Amended and Restated Articles of Incorporation.

1. The name of the Corporation is **ORLANDO-UCF SHAKESPEARE FESTIVAL, INC.**
2. Article VI of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE VI

Distribution of Assets upon Liquidation

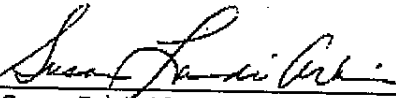
The assets of the Corporation are irrevocably dedicated to the purposes specified in these Articles of Incorporation. Therefore, upon liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation as they shall determine; provided, however, that such distributions shall be made exclusively: (i) for one or more exempt purposes, within the contemplation of §501(c)(3) of the Code; or (ii) to the United States federal government, and/or to a state or local government, for a public purpose; or (iii) for a comparable purpose, as specified in paragraphs (i) and (ii) of this Article VI, pursuant to court order.

3. Subject only to the foregoing amendment to Article VI, the Amended and Restated Articles of Incorporation of the Corporation shall be and remain in full force and effect.
4. The foregoing First Amendment to the Amended and Restated Articles of Incorporation was adopted on January 25th, 2000 by a majority vote of the Board of Directors of the Corporation, and such number of votes was sufficient for approval. The Corporation has no members.

H000000040956

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 25th day of January, 2000.

ORLANDO-UCF SHAKESPEARE
FESTIVAL, INC., a Florida not-for-profit
corporation

By: 
Susan L. Arkin, President

Attest: 
John A. Sanders, Secretary