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December 14, 1998

N 42317

Department of State
Division of Corporations
Attn: Amendments Section
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Riverside Foundation, Inc.
Our File No. 674.001

800002714738--0
-12/17/98--01080--005
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Amendment of Riverside Foundation, Inc.

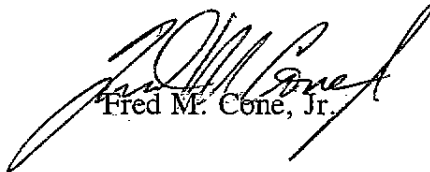
Please file the original of the Articles of Amendment, and certify and return the copy to me by U.S. Mail. Enclosed is our check in the amount of \$43.75 computed as follows:

Filing Fee	\$35.00
Certified Fee	<u>8.75</u>
TOTAL	<u>\$43.75</u>

Thank you for your assistance in this matter.

*Amend
12-30-98
BHS*

Sincerely,


Fred M. Cone, Jr.

maj
Enclosures
c: Ms. Helen Werking

FILED
98 DEC 17 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
RIVERSIDE FOUNDATION, INC.
(not-for-profit-corporation)**

FILED

98 DEC 17 AM 8:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. That Article IV, Section 2 is hereby amended to read as follows:

ARTICLE VI
Board of Directors

Section 2. There shall be three classes of directors, to be known as Class A, Class B, and Class C, respectively. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until their death, resignation, or removal, are as follows:

<u>Name</u>	<u>Address</u>
Class A	
W. Lester Varn, Jr. (Replaced Milligan prior to 1994)	4075 Timuquana Road Jacksonville, FL 32210
George A. Anderson, M.D. (Replaced Peeler prior to 1994)	2970 St. Johns Avenue, 8D Jacksonville, FL 32205
George E. Utsey, Jr.	3868 Timuquana Road Jacksonville, FL 32210
Charles J. Williams, III	4125 Venetia Boulevard Jacksonville, FL 32210
Sylvia F. (Tibby) Sinclair	4222 Ortega Place Jacksonville, FL 32210
Class B	
Arch W. Cassidy (Replaced Buchanan prior to 1994)	3803 Bettes Circle Jacksonville, FL 32210
M. Harlan Johnston, M.D.	5017 Ortega Forest Drive Jacksonville, FL 32210
Jane M. Wynn	1805 Woodmere Drive Jacksonville, FL 32210
William H. Walton, Jr.	3811 McGirts Boulevard Jacksonville, FL 32210

Class C

Fred M. Cone, Jr.	207 Inlet Drive St. Augustine, FL 32084
William H. Long, M.D.	2935 Grand Avenue Jacksonville, FL 32210
Charles D. Towers, Jr.	4589 Ortega Boulevard Jacksonville, FL 32210
A. Leland Burpee, Jr.	4787 Apalachee Street Jacksonville, FL 32210

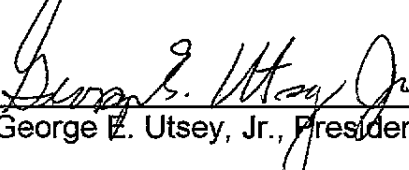
The term of office for each Class of directors shall be three (3) years. The terms of the directors shall be staggered. The term of office of the Class A directors shall expire upon the election and qualification of their successors at the December 1998 annual meeting of the members; the term of the Class B directors shall expire upon the election and qualification of their successors at the December 1999 annual meeting of members; and the term of the Class C directors shall expire upon the election and qualification of their successors at the December 2000 annual meeting of members. Upon expiration of the terms of office of the directors as classified above, their successors shall be elected for the term of three (3) years each. In case of any increase in the number of directors, the additional directorships so created shall serve for an initial term of three years. A director shall not be entitled to be reelected to serve as a director if such reelection for a three (3) year term would result in such director serving for more than twelve (12) consecutive years (inclusive of the time served by such director as an initial director named above); provided, however, a former director who is ineligible for reelection by reason of this limitation may be subsequently reelected to serve as a director provided such person has not been a director for at least one year preceding his reelection. The Annual Meeting is now held in December of each year.

2. The members of the corporation were not entitled to vote on this Amendment to the Articles of Incorporation.

3. The foregoing amendments were unanimously adopted by the directors of the corporation on December 1, 1998.

4. The effective date of the foregoing amendment is December 1, 1998, or if filed later, when filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 1 day of December, 1998.



George E. Utsey, Jr., President