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April 18, 2002

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Riverside Foundation, Inc.*
Articles of Amendment

Dear Sir or Madam:

Enclosed for filing are Articles of Amendment for the referenced corporation. Also enclosed is this firm's check in the amount of \$43.75 in payment of the filing fee of \$35.00 and the cost of one certified copy of these Articles of Amendment, once filed. Please return the certified copy to me in the self-addressed envelope provided.

Thank you for your attention to this matter. Please do not hesitate to contact me should you have questions.

Very truly yours,

Kathleen M. Smith

Kathleen M. Smith, CLAS
Certified Legal Assistant

/kms
Enclosures

60000531345500-9
-04/22/02-01071
*****43.75 *****43.75
600005313456--9
-04/22/02-01071-008
*****43.75 *****43.75

FILED
02 APR 22 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
To Lewis 4/25/02*

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

FILED
02 APR 22 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLES 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, Florida 32210
George A. Anderson, M.D. (Replaced Peeler prior to 1994)		2970 St. Johns Avenue, 8D Jacksonville, Florida 32205
George E. Utsey, Jr.		5345 Ortega Boulevard Jacksonville, Florida 32210
Charles J. Williams, III		4125 Venetia Boulevard Jacksonville, Florida 32210
Sylvia F. (Tibby) Sinclair		4222 Ortega Place Jacksonville, Florida 32210
	Class B	
Arch W. Cassidy (Replaced Buchanan prior to 1994)		4811 Ortega Boulevard Jacksonville, Florida 32210
M. Harlan Johnston, M.D.		5017 Ortega Forest Jacksonville, Florida 32210
Julian E. (Hickory) Fant, Jr. (Replaced Wynn prior to 2001)		4062 Timuquana Road Jacksonville, Florida 32210
William H. Walton, Jr.		3811 McGirts Boulevard Jacksonville, Florida 32210

Class C

Fred M. Cone, Jr.

William H. Walton, III
(Replaced Long prior to 2002)
Charles D. Towers, Jr.

A. Leland Burpee, Jr.

207 Inlet Drive
St. Augustine, Florida 32084
545 Ponte Vedra Boulevard
Ponte Vedra Beach, Florida 32082
4579 Ortega Boulevard
Jacksonville, Florida 32210
4787 Apalachee Street
Jacksonville, Florida 32210

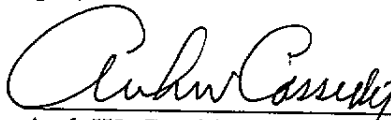
The term of office for each class of directors shall be three (3) years. The terms of the directors shall be staggered. The term of office of the Class A directors shall expire upon the election and qualification of their successors at the December 2001 annual meeting of the members; the term of the Class B directors shall expire upon the election and qualification of their successors at the December 2002 annual meeting of members; and the terms of the Class C directors shall expire upon the election and qualification of their successors at the December 2003 annual meeting of members. Upon expiration of the terms of office of the directors as classified above, their successors shall be elected for the terms 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 fifteen (15) 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 April 9, 2002.

4. The effective date of the foregoing amendments is April 9, 2002, 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 9th day of April, 2002.



Arch W. Cassidy, President
and Director