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BASIC AMENDMENT

THE D. GLYNN DAVIES-NATIONAL JUICE PRODUCTS ASSOCIAT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
THE D. GLYNN DAVIES-NATIONAL JUICE PRODUCTS  
ASSOCIATION SCHOLARSHIP FOUNDATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED, as President of The D. Glynn Davies-National Juice Products Association Scholarship Foundation, Inc., a Florida not for profit corporation, hereby certifies that:

1. The name of the corporation is The D. Glynn Davies-National Juice Products Association Scholarship Foundation, Inc.
2. The amendments to the corporation's Articles of Incorporation are as follows:
  - a. Article I is hereby deleted in its entirety and the following new Article I is hereby substituted therefor:

**"ARTICLE I NAME AND LOCATION**

The name of the Corporation is THE D. GLYNN DAVIES-JUICE PRODUCTS ASSOCIATION SCHOLARSHIP FOUNDATION, INC. The principal office of the Corporation shall be located at 1156 Fifteenth Street, N.W., Suite 900, Washington, District of Columbia 20005."

- b. Section 2 of Article II is hereby amended to read in its entirety as follows:

**"ARTICLE II PURPOSES**

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Corporation shall be to award scholarships and educational grants and aid to students of institutions of higher learning approved by the Board of Directors based upon economic need and scholastic ability to further and encourage their studies of juice products or related disciplines."

- c. Section 2 of Article III is hereby amended to read in its entirety as follows:

Ansley Watson, Jr.  
Macfarlane Ferguson & McMullen  
400 N. Tampa St., Suite 2300

**Section 2.** Without limiting the generality of the powers specified in Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable and educational purposes of the Corporation;

B. To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation;

C. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

D. To utilize its income in furtherance of the foregoing objectives.

d. Section 1, Section 3 and Section 4 of Article VIII are hereby deleted in their entireties and the following new Section 1, Section 3 and Section 4 of Article VIII are hereby substituted therefor:

**\*ARTICLE VIII BOARD OF DIRECTORS**

**Section 1.** The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors. Each Director of the Corporation shall be a former President of National Juice Products Association, Inc, a former Chairman of Processed Apples Institute, Inc., or a former Chairman of Juice Products Association, Inc.

\*\*\*\*

**Section 3.** The number of Directors of the Corporation shall be not less than three (3) nor more than nine (9).

**Section 4.** Directors shall be elected, removed, and hold office as provided in the Bylaws."

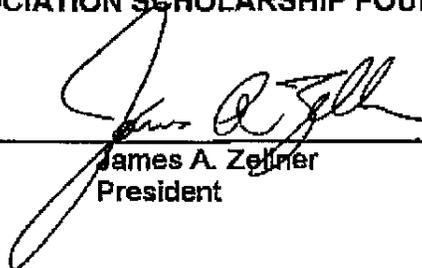
3. The foregoing amendments to the corporation's Articles of Incorporation were adopted by a unanimous vote of the Board of Directors of the corporation at a meeting held on March 4, 2004, at which a quorum was present, to become effective upon filing with the Florida Department of State.

4. The corporation has no members entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 15<sup>th</sup> day of April, 2004.

**D. GLYNN DAVIES-NATIONAL JUICE PRODUCTS  
ASSOCIATION SCHOLARSHIP FOUNDATION, INC.**

By: \_\_\_\_\_



James A. Zellner  
President