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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
CONTACT: KAREN S LABORDE
PHONE: (941)334-4121

ADCT#: 075410002172

FAX #: (941)332-4494

NAME: VIRGINIA GAYLORD NEELY CHARITABLE FOUNDATION

AUDIT NUMBER.....H97000011389

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
07/14/97
DC

7/11/97

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 14, 1997

VIRGINIA GAYLORD NEELY CHARITABLE FOUNDATION, INC.
C/O SP&S
501 W. I-44, SUITE 360
OKLAHOMA CITY, OK 73118

SUBJECT: VIRGINIA GAYLORD NEELY CHARITABLE FOUNDATION, INC.
REF: N94000006249

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX And. #: H97000011389
Letter Number: 997A00035911

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

FAX AUDIT NO. H97000011389

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VIRGINIA GAYLORD NEELY CHARITABLE FOUNDATION, INC.

FILED
97 JUL 14 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article IV of the Articles of Incorporation of Virginia Gaylord Neely Charitable Foundation, Inc., is deleted in its entirety and replaced as follows:

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall commence upon the filing of these Articles.

The Corporation shall terminate on the 15th anniversary of the death of the survivor of: (a) Virginia G. Neely, or (b) Ralph Neely.

2. The foregoing Amendment was adopted by the unanimous approval of all of the Directors of this Corporation entitled to vote thereon on the 10th day of July, 1997. There are no Members in this Corporation.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 10th day of July, 1997.


Janice S. Berglund, President

Attest:


Paul Neely, Secretary

Prepared by: Theresa M. Kolish, Esquire
Florida Bar Number: 0012173
1715 Monroe Street
Fort Myers, Florida 33901
(941) 334-4121

FAX AUDIT NO. H97000011389