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BASIC AMENDMENT

THE LEE SCHAEENEN FOUNDATION, INC.

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| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$52.50 |

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 11, 2005

THE LEE SCHAEENEN FOUNDATION, INC.
1049 BLUE HERON DRIVE
SANIBEL ISLAND, FL 33957

SUBJECT: THE LEE SCHAEENEN FOUNDATION, INC.
REF: N95000005806

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE LEE SCHAELEN FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Lee Schaenen Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), organized and existing under the laws of the State of Florida, filed on December 7, 1995, hereby certifies as follows:

Pursuant to the unanimous written action of all of the Directors of the Corporation, in lieu of a special meeting, the following resolution was adopted as of the 7 day of April 2005, amending the Articles of Incorporation:

RESOLVED, that Article II of the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended as hereinafter set forth:

"ARTICLE II – TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall terminate no later than the end of the fiscal year which contains the fifth anniversary of Nell F. Schaenen's death. This provision can only be amended with the consent of Nell F. Schaenen."

RESOLVED, that Article X , Section 6 of the Articles of Incorporation filed with the Secretary of State of the State of Florida be amended as hereinafter set forth:

"ARTICLE X – NOT FOR PROFIT STATUS

SECTION 6. Upon the expiration of the Foundation, the Directors shall distribute all of the then principal and income of the Foundation equally to the Music and English Departments at the Ohio University in Athens, Ohio, in memory of Richard Alan Foster and Edith Duvall Foster, to be used to educate or provide educational opportunities; provided that if the Ohio University fails to qualify as a charitable organization under the definitions of Sections 170(c), 2055(a) and 2522(a) of the Code, the principal and income of the Foundation shall be distributed in such proportions and to such organizations that are described in Sections 170(c), 2055(a) and 2522(a) of the Code as the Directors' shall determine in the Directors' sole discretion."

There are no members, or members entitled to vote on this Amendment.

WHEREUPON, at Fort Myers, Florida this 7 day of April 2005, the Corporation hereby certifies accordingly, under its corporate seal and the hand of its President and the adoption of this Amendment by the Board of Directors, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

The Lee Schaenen Foundation, Inc.,
a Florida corporation not-for-profit



Nell F. Schaenen, President