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October 2, 2002

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W. SPENCER MITCHEM
ROBERT P. GAINES
RETIRED

E. DIXIE BEGGS
1908 - 2001
BERT H. LANE
1917 - 1981

Secretary of State of Florida
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Re: *Old Christ Church Foundation, INC.*

900008263309--1
-10/08/02--01038--006
*****43.75 *****43.75

Dear Sir:

Please find enclosed herewith for filing the Original and one copy of the Articles of Amendment for Old Christ Church Foundation, INC. Also, enclosed is our firm's check in the amount of \$43.75 for the filing fee and a certified copy.

We would appreciate you having the Articles filed at your first convenience, and returning the certified copy in the enclosed envelope. Should you have any questions concerning this matter, please do not hesitate to contact me.

Your consideration and cooperation in this matter are greatly appreciated.

Yours very truly,



David E. Hightower
For the Firm

DEH:ds
Enclosures

FILED
02 OCT - 8 PM 12: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend/cc
@ 10/11/02

**ARTICLES OF AMENDMENT OF
OLD CHRIST CHURCH FOUNDATION, INC.**

02 OCT - 8 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Old Christ Church Foundation, Inc., a not for profit corporation organized under the laws of the State of Florida (the "Corporation"), does hereby adopt these Articles of Amendment:

- (1) The name of the Corporation is Old Christ Church Foundation, Inc.
- (2) The following amendments have been adopted in accordance with the requirements set forth in Chapter 617 of the Florida Statutes:
 - (A) Article II of the Articles of Incorporation of the corporation is amended by adding the following to the end of the existing Article II:

ARTICLE II

The corporation is organized and operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

- (B) Article XIII of the Articles of Incorporation of the corporation is deleted in its entirety and replaced with the following new Article XIII:

ARTICLE XIII

No shares of stock shall be issued by this corporation. No part of the net earnings, gains, or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the charitable and educational purposes for which this corporation was organized and which are consistent with section 501(c)(3) of the Internal Revenue Code of 1986 as amended. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements relating to, any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to the Church Wardens and Vestrymen of Christ's Church in Pensacola, a corporation chartered by an act of the Legislative Council of the Territory of Florida passed October 14, 1829, and approved by William P. Duval, governor of the Territory of Florida, October 16, 1829, as long as it is then an organization described in section

501(c)(3) of the Internal Revenue Code of 1986 as amended, and if it does not then exist or is not then so described, then to one or more of the following categories of recipients as the board of directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 as amended or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each such organizations shall then qualify as a governmental unit under section 170(c) of such Code or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

(3) The foregoing amendments were adopted by a vote of the Corporation's Board of Directors on September 30, 2002, which vote was sufficient for the amendments' approval; there are no members entitled to vote on the amendments.

IN WITNESS WHEREOF, I have executed these Articles of Amendment, this 30th day of September, 2002, at Pensacola, Florida.

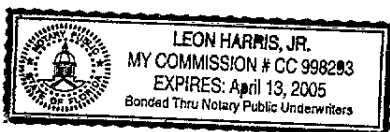
Old Christ Church Foundation, Inc.

By Wylie B. Hogeman
Wylie B. Hogeman, Chairman

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 30th day of September, 2002, by Wylie B. Hogeman, the chairman of Old Christ Church Foundation, Inc., a Florida not for profit corporation, on behalf of the corporation, who is personally known to me and who did not take an oath.

SEAL



Leon Harris, Jr.
NOTARY PUBLIC
MY COMMISSION # CC 998293
EXPIRES: 4-13-2005