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Profit NonProfit Limited Liability Domestication Other	AMENDMENTS  Amendment  Resignation of R.A., Officer/ Director  Change of Registered Agent  Dissolution/Withdrawal  Merger	5000021928358 -05/28/9701025016 ******87.50 ******87.50
OTHER FILINGS  Annual Report  Fictitious Name  Name Reservation	REGISTRATION  REGISTRATION  QUALIFICATION  Foreign  Limited Partnership  Reinstatement  Trudemark  Other	77 R7.53
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## ARTICLES OF AMENDMENT

to

## ARTICLES OF INCORPORATION

of



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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:

Amendment(s) adopted: (INDICATE ARTICLE NUMBER(s) BEING AMENDED, ADDED OR DELETED.)

see attached

SECOND:		The date of adoption of the amendment(s) was: $5-20-97$					
THIRD: P		Adoption of Amendment (CHECK ONE)					
	The amendment(s) was(were) adopted by the member number of votes cast for the amendment was suff approval.						
		There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.					
	see attached						
	-	Corporation Name					
	Signature of Chairman, Vice Chairman, President or other officer						
		Typed or printed name					

## MINUTES OF SPECIAL MEETING OF BARCAP OF FLORIDA

After due notice of this special meeting to all three members of the Board of Directors and incorporators of Barcap of Florida, Inc. This meeting was held at beginning at 3:30 PM, May 2008, 1997 at the law offices of Ralph E. Elliott, Attorney, 3630 Rogero Road, Jacksonville, Florida 32277 and a quorum being present the following business was transacted.

Chairman Rex Morgan called the meeting to order and stated that reason for the meeting was that in order to keep the status of Barcap of Florida, Inc. as an eleemosynary or non profit organization it would again be necessary to amend the existing Articles of Incorporation to provide that in the event of dissolution of the corporation all assets would be distributed to another qualified non profit organization or comply with 501(c)(3) of the Internal Revenue Code.

Upon motion duly made and seconded it was unanimously voted that Article V of the Articles of Incorporation be amended by adding the following paragraph thereto.

"Upon the dissolution of the organization, assets shall be distributed to another qualified eleemosynary or non profit organization or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

There being no further business the meeting was adjourned.

Secretary

Fred Litchward

## SECOND AMENDMENT ARTICLE V OF BARCAP OF FLORIDA, INC.

Article V of the Articles of Incorporation of Barcap of Florida is hereby amended by adding the following paragraph.

"Upon the dissolution of the organization, assets shall be distributed to another qualified eleemosynary or non profit organization or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."