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January 17, 1997

FILED
97 JAN 23 AM 8:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Re: Amendment to Articles of Incorporation
of The Episcopal Foundation, Inc.

Dear Sirs:

Enclosed are original and one copy of Amendment to
Articles of Incorporation of The Episcopal Foundation, Inc. Please
file the original and return a stamped copy to me. Our check for
\$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

KATHLEEN HOLBROOK COLD

KHC/lh
Enclosure

cc: The Rev. Canon David L. Barr

Amend

VS JAN 29 1997

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE EPISCOPAL FOUNDATION, INC.

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TALLAHASSEE FLORIDA

The Articles of Incorporation of The Episcopal Foundation, Inc. are hereby amended by adding the following language to Article II thereof:

"Notwithstanding the foregoing, or any other provision of these articles, if the Diocese is not then an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, then upon the dissolution of this corporation, assets shall be distributed 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 so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporate is then located, exclusively for such purposes or to organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

This Amendment was adopted by the Directors and Members
on January 9, 1997.

IN WITNESS WHEREOF, these Articles of Amendment have been
executed on behalf of the corporation this 9th day of
January 9, 1997.

+ Stephen H. Jecko
STEPHEN H. JECKO, Bishop