

*The George L. Davis
Potbellied Pig Sanctuary, Inc.
19651 Skipper Road
N. Ft. Myers, Fl. 33917
941-567-2820*

N96000006162

November 5, 1998

Teresa Brown/Carol Mustain
Corporate Specialists
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Greetings,

I have addressed this to both of you because you have both worked on the Articles of Incorporation for my PotBellied Pig Group. I must again ask for amendments to be made to our Articles because the Internal Revenue Department says that our current Articles are worded incorrectly for their needs. I am also enclosing copies of the documents that the Internal Revenue Department sent to us so that you can understand the urgency of the situation. This does not appear to be the "Newer, nicer, more understanding IRS" that there has been so much publicity over in the last year or so.

I may be reached by telephone at work: (941) 299-1263
at home: (941) 967-7029

Correspondence can be mailed to my home in order to expedite this process: Pamela Winston

2630 Ave. S - N.W.
Winter Haven, Florida
33881

Or if mailing to my home is a problem, to the Sanctuary address above will be just fine. Thank You so very much!!

Sincerely,

Pamela Winston
Pamela Winston

Florida Corporation Document number N96000006162, filed 12-5-96

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THE GEORGE L. DAVIS POTBELLIED PIG SANCTUARY, INC.

1. ARTICLE III^{6&8} of the Articles of Incorporation of The GEORGE L. DAVIS POTBELLIED PIG CLUB, is hereby amended to read as follows:

ARTICLE III

PURPOSE a.) Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

b.) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII

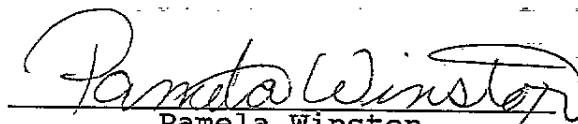
DISSOLUTION c.) Upon the dissolution of the organization, assets shall be distributed for one of more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or 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.

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STATE
TREASURER OF STATE
TALLAHASSEE, FLORIDA

The George L. Davis Potbellied Pig Sanctuary, Inc.
Cont.

2. The foregoing Amendments to Articles of Incorporation were adopted, ratified and approved by all of the officers and trustees of the Corporation on the 3rd day of November, 1998, effective the date of filing this Amendment with the Secretary of State's office.

IN WITNESS WHEREOF, the undersigned Registered Agent of this corporation has executed this Amendment to Articles of Incorporation on this 6th day of November, 1998.


Pamela Winston
Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Amendment to Articles of Incorporation was acknowledged before me this 6th day of November, 1998 by Pamela Winston, being the Registered Agent of The George L. Davis Potbellied Pig Sanctuary, Inc. a Florida Corporation, Corp. Number: N96000006162, ST:FL Active/FL NON_PROF on behalf of said corporation, () who is personally known to me or () who has produced _____ as identification.


Notary Public, State of Florida
My Commission Expires:

