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FILED
JUL 22 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 21, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

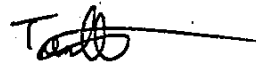
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*****87.50 *****87.50

RE: Howard E. Hill Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing is an Amendment to the Articles of Incorporation of the Howard E. Hill Foundation, Inc. along with a check in the amount of \$87.50 for filing the Amendment of Articles of Incorporation and for providing us a certified copy of the Amendment. We have enclosed a return envelope for your convenience.

Sincerely yours,



Trent S. Kiziah

Enclosures: Amendment to Articles of Incorporation
Check
Return Envelope

TSK/cjt/hill/state.715

V8 JUL 25 1997

Amend

CERTIFICATE OF
AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE HOWARD E. HILL FOUNDATION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dr. Howard E. Hill does hereby certify that a meeting of the sole member of The Howard E. Hill Foundation, Inc. was duly called and held on July 17, 1997, pursuant to written waiver of notice, at which the sole member, pursuant to the provisions of the Articles of Incorporation of the corporation and by unanimous vote adopted the following resolution:

RESOLVED, that the following Amendment is adopted:

"The Articles of Incorporation of the Howard E. Hill Foundation, Inc. a Florida Not for Profit Corporation, is hereby amended by deleting Article X set forth in the current Articles of Incorporation dated February 19, 1997 and inserting into its place the following:

Article X

The property of the corporation is irrevocably dedicated to charitable purposes.

No part of the net earnings 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 in furtherance of Section 501(c)(3) purposes. 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) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code)."

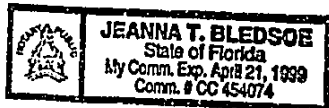
Dated this 16th day of July, 1997.

Dr. Howard E. Hill
Dr. Howard E. Hill
Pres,

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18 day of July, 1997 by Dr. Howard E. Hill, the incorporator, who is personally known to me and who took an oath.



[SEAL]

Jeanna T. Bledsoe
Notary Public

My commission expires:

TSK/lmc/Hill/amendart.716

