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February 9, 1998

VIA FEDERAL EXPRESS

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

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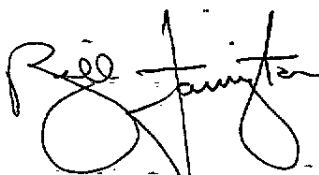
RE: **Emerald Coast Ballet, Inc.**

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Amendment regarding the above-referenced corporation to be filed with your office. Also enclosed is a check in the amount of \$35.00 to cover the cost of filing this Amendment.

If you have any questions, please feel free to contact me.

Sincerely yours,



WILLIAM E. FARRINGTON II

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98 FEB 10 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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ARTICLES OF AMENDMENT

We, the undersigned, hereby make, acknowledge and file these Articles of Amendment to the Articles of Incorporation of Emerald Coast Ballet, Inc., a corporation not for profit under the laws of the State of Florida, filed of record on April 4, 1997.

1. There are no members of the corporation and the Board of Directors are authorized to amend the Articles of Incorporation by resolution of the Board of Directors. These Articles of Amendment were adopted at a special meeting of the Board of Directors on February 4, 1998.

2. Article IX is hereby added to the Articles of Incorporation of Emerald Coast Ballet, Inc. and shall read as follows:

"Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code."

3. Article X is hereby added to the Articles of Incorporation of Emerald Coast Ballet, Inc. and shall read as follows:

"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."

4. Article XI is hereby added to the Articles of Incorporation of Emerald Coast Ballet, Inc. and shall read as follows:

"Upon 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, i.e. charitable, educational, religious or scientific, 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."

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned STEVE NADER, JR. as Chairman of the Board of Directors of Emerald Coast Ballet, Inc. and ANTHEA S. NADER as Secretary of Emerald Coast Ballet, Inc., have executed these Articles of Amendment, this 9th day of February, 1998.

Steve Nader, Jr.
STEVE NADER, JR.,
Chairman of the Board of Directors/President

Anthea Nader
ANTHEA NADER,
Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared STEVE NADER, JR. and ANTHEA NADER, to me well known to be (or who has produced DRIVERS LICENSES as identification) the persons described in and who executed the foregoing Articles of Amendment and who freely and voluntarily acknowledged before me according to law that they made and executed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Florida, this 9th day of February, 1998.

Sign: William E. Farrington, Jr.
Print: William E. FARRINGTON, Jr.
NOTARY PUBLIC - State of Florida
My Commission Expires: 11-1-98
My Commission Number: CC393607

