

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

N970000003156

August 4, 1997

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Secretary of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/06/97--01068--009
*****35.00 *****35.00

Re: Marco Island Film Festival, Inc.
Articles of Amendment

Dear Sirs:

Enclosed are Articles of Amendment along with a copy for Marco Island Film Festival, Inc. Also enclosed is a check made payable to the Department of State in the amount of \$35.00 for filing fees to file the Articles of Amendment along with a self addressed stamped envelope in order that you may return a filed copy of the Articles of Amendment to my office.

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

Sincerely yours,



Craig R. Woodward

CRW/ach
Enclosure
ANNSEC.LTR

97 AUG -6 AM 11:39
APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
N970000003156
3P8
8.6.97
Amend

PLEASE RESPOND TO:

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
□ PELICAN BAY 801 LAUREL OAK DR., SUITE 640, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

ARTICLES OF AMENDMENT

BE IT HERE KNOWN THAT, Marco Island Film Festival, Inc., a duly registered corporation in the State of Florida, being officially registered May 30, 1997 under Charter Number N97000003156, files this Amendment to its Articles of Incorporation:

1. The name of the Corporation is **Marco Island Film Festival, Inc.**
2. The Amendment to the Articles hereby adds Section 3.4 to Article III as follows:

"III. PURPOSE

- 3.4 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.

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 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.

Upon the dissolution of the organization, 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 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."

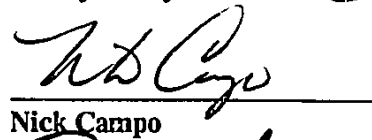
SECRETARY OF
TALLAHASSEE, FLORIDA

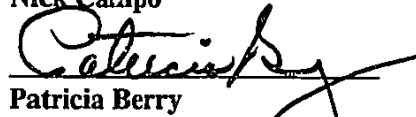
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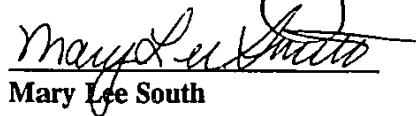
APPROVED
AND
FILED

3. The Amendment was adopted by unanimous vote of the Directors and Members of the Marco Island Film Festival, Inc. on the 28 day of July, 1997.


Maury Dailey


Nick Campo


Patricia Berry


Mary Lee South

COR9048AMD