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Riden, Earle & Kiefner, P.A.
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• Timothy A. Miller
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(of Counsel)

May 11, 1998

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

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-05/13/98--01069--007
*****35.00 *****35.00

Re: Silver Kings Baseball Club, Inc.
Our File No. E1255.001

Dear Sir:

I am enclosing herewith two (2) originals of Articles of Amendment for the above referenced corporation. Please file the original and return the second original with the stamped date showing when the document was filed, and acknowledgment letter to the undersigned.

Also enclosed is our check in the amount of \$35.00 for the filing fee.

Your prompt attention to this matter is greatly appreciated.

Sincerely,

RIDEN, EARLE & KIEFNER, P.A.


JAMES C. ROWE, ESQUIRE

FILED
98 MAY 13 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCR/lf
Enclosures

Amend

VS MAY 20 1998

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

SILVER KINGS BASEBALL CLUB, INC.
(Not for Profit Corporation)

FILED
98 MAY 13 AM 11:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of Silver Kings Baseball Club, Inc., a Florida Not for Profit corporation, is hereby amended in accordance with Florida Statutes Chapter 617 to read as follows:

Article VII, Not for Profit of the Articles of Incorporation is hereby deleted and the following is substituted therefore:

ARTICLE VII

NOT FOR PROFIT

A. The Corporation is a not for profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles, under law and Section 501(c) of the United States Internal Revenue Code. No member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c) of said code.

B. The Corporation 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.

C. No part of the net earnings of the Corporation 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.

D. No substantial part of the activities of the Corporation 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.

E. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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.

F. Upon the dissolution of the 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.

This Amendment to the Articles of Incorporation has been adopted by the Corporation on the 8th day of May, 1998.

The foregoing Amendment has been adopted by the Board of Directors as the members are not entitled to vote on proposed amendments, and the Board of Directors adopted the Amendment on May 8, 1998.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed these Articles of Amendment this 11th day of May, 1998.

James C. Rowe, Jr.
James C. Rowe, Secretary

STATE OF FLORIDA)
 :
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 11th day of May, 1998, by James C. Rowe, who is personally known to me or who has produced _____ as identification.

Lora E. Files
Notary Public

My Commission Expires:

