

N97000004999

C/O Steve Putnam, President
5 Linden Lane
Palm Harbor, FL 34682

Palm Harbor Nighthawks Soccer Club Inc.

January 20, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re 59-3462313

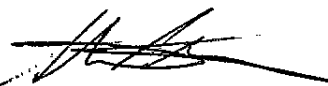
Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Amendment to the above named not for profit corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Please certify the enclosed copy of the Amendment and return the same to me as soon as possible.

Thank you very much for your cooperation in this matter.

Sincerely,


J. Stephen Putnam
President

400002411704--2
-01/26/98--01081--011
*****35.00 *****35.00

400002411704--2
-01/26/98--01081--012
*****52.50 *****52.50

FILED
98 FEB 11 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

VS FEB 17 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1998

J. STEPHEN PUTNAM
PALM HARBOR Nighthawks Soccer Club, Inc.
5 LINDEN LANE
PALM HARBOR, FL 34682

SUBJECT: PALM HARBOR Nighthawks Soccer Club, Inc.
Ref. Number: N97000004999

We have received your document for PALM HARBOR Nighthawks Soccer Club, Inc. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 998A00005042

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
PALM HARBOR NIGHTHAWKS SOCCER CLUB, INC.

FILED
98 FEB 11 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

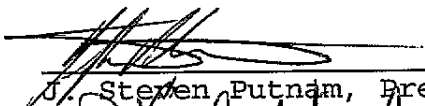
Pursuant to the provisions of Chapter 617 of the Florida Statutes, and by the required 3/4 approval of the Board of Directors taken at a Board meeting on November 16, 1998, the following is added as an entirely new paragraph 13. The members are not entitled to vote on the Articles of Amendment.

13. 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.

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.

C. 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.



J. Stephen Putnam, President


Michael LaRocca, Assistant Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of February, 1998 by J. Stephen Putnam, President and Michael Smith, Assistant Secretary, of PALM HARBOR NIGHTHAWKS SOCCER CLUB, INC. and who are personally known to me or who have produced _____ as identification and who did take an oath.

NOTARY PUBLIC:


Lori A. Luoma, Notary Public
State of Florida at Large
My Commission Expires:

