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Elizabeth Wills
The Artists Theatre Project
798 E. 10th Ave.
New Smyrna Beach, FL 32169
(904) 424-5723

December 4, 1997

Attention: Anette Hogan

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32169

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-12/22/97--01065--011
*****35.00 *****35.00

amend

Dear Ms. Hogan:

Thank you for taking the time to talk with me on the phone yesterday. Your help and consideration was very much appreciated.

Please find enclosed an original and one(1) copy of the articles of amendment for The Artists Theatre Project, Incorporated and a check for \$35.00. As I spoke of yesterday the IRS has given me until December 19 to provide them with a State approved copy of these articles a amendment. Your help is greatly appreciated.

Sincerely,

Elizabeth Wills

Elizabeth Wills
Treasurer

corapmnd

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|-----------------|-------------|
| Name | 12/10/97 |
| Availability | |
| Docu. # | |
| Ex. # | <i>1004</i> |
| Update | <i>1004</i> |
| Verifyer | <i>1004</i> |
| Acknowledgement | <i>1004</i> |
| W.P. Verifyer | <i>1004</i> |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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| C. TAX | |
| FILING | <i>35</i> |
| R. AGENT FEE | |
| C. COPY | |
| TOTAL | <i>35</i> |
| N. BANK | |
| BALANCE DUE | |
| REFUND | |

ARTICLES OF AMENDMENT
OF
THE ARTISTS THEATRE PROJECT, INCORPORATED
A FLORIDA NONPROFIT CORPORATION
798 E. 10TH AVE.
NEW SMYRNA BEACH, FL 32169
(904) 424-5723

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TALLAHASSEE, FLORIDA

The following amendments to the Articles of Incorporation of The Artists Theatre Project, Incorporated were adopted by the directors of the Corporation on **Wednesday December 3, 1997**. There are no members of the Corporation at this time.

The undersigned authorities, acting as the President and Treasurer of the Artists Theatre Project, Incorporated a Florida nonprofit corporation and pursuant to Chap. 607.1006(1) (Fla. Stat.), hereby adopt the following Articles of Amendment for the Corporation, and would state as follows.

1. The following sections are hereby added to Article 3, the purposes of the Corporation:

D. 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.


E. 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.

2. The following article is hereby added to the Articles of Incorporation:

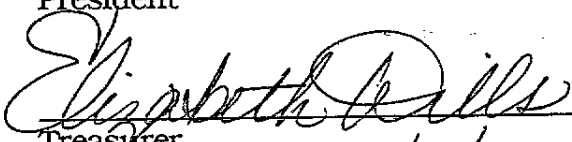
Article 11, Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section any future federal tax code, or shall be distributed to the federal government, 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.

3. All other portions of the Articles of Incorporation of the Artists Theatre Project, not specifically modified or amended herein, are hereby authorized to continue in full force and effect.

IN WITNESS WHEREOF, the undersigned, as the President and Treasurer of the Corporation, have executed these Articles of Amendment.



President



Treasurer
Elizabeth Wills 12/4/97