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July 20, 1998

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FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

900002585529--6
-07/22/98-01067-012
*****35.00 *****35.00

Re: Sugar Mill Preserve Charitable Foundation, Inc.

Dear Sirs:

In regard to the above-referenced corporation, enclosed please find Articles of Amendment, along with this firm's check in the amount of \$35.00 for filing same.

Please return confirmation that the said Articles of Amendment have been filed.

Sincerely yours,


SID C. PETERSON, JR. (cmr)

SCP/cmr
Enclosures

FILED
98 JUL 22 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 24 1998

ARTICLES OF AMENDMENT
OF
SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.
(a Florida Non-Profit Corporation)

FILED
98 JUL 22 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 617.1001, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. **ARTICLE III** entitled "**PURPOSE**" is hereby amended to read as follows:

3.1 **Purpose.** **SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.** (hereinafter "*the corporation*") shall be operated and organized not for pecuniary profit. The specific and primary purposes for which this corporation is formed are:

A. This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

B. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

C. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. **ARTICLE IV** entitled "**POWERS**" is hereby amended to read as follows:

4.1 Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

4.2 In exemplification, but not in limitation, the powers include those:

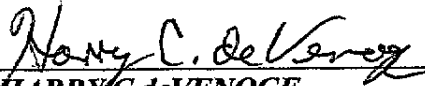
A. To receive and hold by gift, bequest, devise, grant or purchase real and personal property; to invest, divest, and reinvest same; and, to use and disburse of the same for the purposes designated in Paragraph 3.1 hereof.

B. To act and perform the duties of Director or to act in any other fiduciary capacity which serves the interests described in Paragraph 3.1 hereof.

4.3 This corporation, in exercising any one or more of such powers, shall do so only in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

3. The foregoing Amendment was adopted by written consent of all of the Directors and members entitled to vote thereon, pursuant to Florida Statutes Section 617.1002, on May 22, 1998.

IN WITNESS WHEREOF, I, the undersigned President of the above-named corporation, have executed these Articles of Amendment, this 16th day of June, 1998.


HARRY C. deVENOGE
President

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY, that on this 16th day of June, 1998, before me personally appeared **HARRY C. deVENOGE**, President of **SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.**, a non-profit corporation under the laws of the State of Florida, who is personally known to me or who has produced N/A as identification and who executed the foregoing Amendment to Articles of Incorporation and who acknowledged the execution thereof to be his free act and deed as such officer, for the uses and purposes therein mentioned; and the said instrument is the act and deed of said corporation.

WITNESS my signature and official seal at New Smyrna Beach, in the County of Volusia, State of Florida, the day and year last aforesaid.

Christiane M. Remington
Christiane M. Remington
(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Christiane M. Remington
MY COMMISSION # CC658447 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.