

N98000001789
Pensacola Area Flight Watch, Inc.
P. O. Box 10877
Pensacola, FL 32524-0877

18 October 1998

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

FILED
98 OCT 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed please find an Article of Amendment, with our check for \$35 filing fee payable to you, along with a copy for time stamping and return. Thank you for expeditiously processing. Please advise if we have inadvertently omitted any step required, and return our copy.

Thank you for your prompt attention to this matter.

Sincerely,


Paul Shimek, Jr.
Secretary

600002668966--5
-10/21/98--01041--013
*****35.00 *****35.00

Amend.
10-26-98
cc

**ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PENSACOLA AREA FLIGHT WATCH, INC.**

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.0122 Florida Statutes, the undersigned corporation adopts the following article of amendment to its Articles of Incorporation:

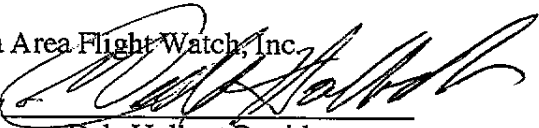
1. The name of the corporation is Pensacola Area Flight Watch, Inc.
2. The following amendment, by addition thereto, of the Articles of Incorporation was adopted after proper notice by all voting members of the corporation on October 15, 1998 in the manner prescribed by provisions of Section 617.1002 Florida Statutes.
3. The text of the amendment adopted as Article VIII is as follows:

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within in the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. charitable, education, religious or scientific, 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.
4. Upon proper motion members entitled to vote on the proposed amendment so voted; and the vote was unanimous, and the number of votes cast exceeded the amount needed for majority approval. The Resolution and its adoption is hereby attached as an exhibit and is a duplicate original certification of the action of the officers, directors and membership.
5. It having been said, let it be done.

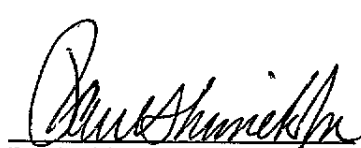
Dated 15 October, 1998

Pensacola Area Flight Watch, Inc.

by


Dale Holbert President

Attested:


Paul Shimek, Jr., Secretary

FILED
98 OCT 21 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**MOTION TO AMEND ARTICLES OF INCORPORATION OF
PENSACOLA AREA FLIGHT WATCH, INC.
TO MORE CLEARLY SPECIFY THE DISTRIBUTION OF ASSETS UPON
DISSOLUTION OF THE CORPORATION**

Whereas, this corporation's Articles were filed with and approved on March 26, 1998 by the Secretary of State of Florida, and

Whereas, this corporation became viable on April 16, 1998 and remains so, and

Whereas, this corporation by its Treasurer and Secretary on July 28, 1998 filed its application for Recognition of Exemption under Section 501(c) (3) of the Internal Revenue Code, and

Whereas, one requirement of the application addresses **asset distribution upon dissolution** and permits reliance upon state statute regulation upon dissolution; or in the alternative, requires specificity in the organizing Articles of Incorporation, and

Whereas Exhibit D of this corporation's application clearly cast our reliance upon State Statute, which reliance is insufficient in the eyes of the reviewing agency, which requires instead an **adoption** by the organization and an **amending** of the original Articles file with the Secretary of State, and

Whereas, processing of our application will be terminated unless dictated language by the IRS recited hereinafter is made part of the adoption and official amendment to Articles, and

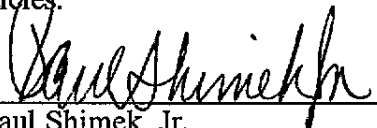
Whereas, it is preferable to comply rather than argue the sufficiency of our reliance upon State Statute, and

WHEREFORE, the undersigned moves that the following Resolution be adopted and an Amendment to the Articles of Incorporation be filed:

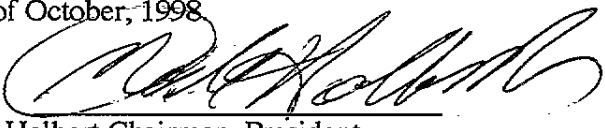
RESOLVED:

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within in the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. charitable, education, religious or scientific, 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. This resolution shall be forthwith filed with the Secretary of State as an amendment to the original Articles.

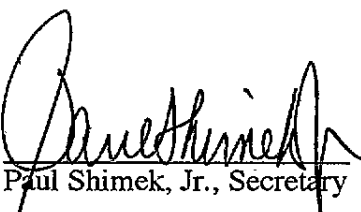
Submitted: _____


Paul Shimek, Jr.

By the affirmative vote of the quorum present the above resolution was passed and approved. This motion and this action thereon shall become part and parcel of the minutes, and the Articles of Incorporation shall be corrected accordingly, effective this 15th day of October, 1998.


Dale Holbert, Chairman, President

Attested:


Paul Shimek, Jr., Secretary