

N 980000002604
Michael J. Noonan

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August 31, 1998

Florida Department of State
Ms. Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 3627
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Amendment to the Articles of Incorporation of
The Mark Brunell Foundation, Inc.

Dear Sir or Madam:

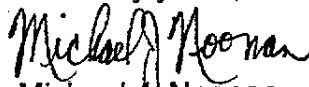
Please find enclosed Articles of Amendment to the Articles of Incorporation for The Mark Brunell Foundation, Inc. for filing, together with our check in the amount of \$35.00 for filing fees.

Please inform the undersigned as to the filing date of same.

Thank you for your usual cooperation, I am,

400002633914--9
-09/08/98-01083-019
*****35.00 *****35.00

Sincerely yours,


Michael J. Noonan

MJN/sj
Enclosures

Amend.
9-22-98
CC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1998

MICHAEL J. NOONAN
2700 POST OAK BLVD.
STE. 1530
HOUSTON, TX 77056

SUBJECT: THE MARK BRUNELL FOUNDATION, INC.
Ref. Number: N98000002604

We have received your document for THE MARK BRUNELL FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's 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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 898A00047095

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
THE MARK BRUNELL FOUNDATION, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida non-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST, AMENDMENTS ADOPTED:

Article III is deleted in its entirety and in its place and stead, put the following:

The specific purposes for which the Corporation is organized are:

- a. This Corporation is organized exclusively for charitable, religious, and educational 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 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

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TALLAHASSEE, FLORIDA

an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, 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.

SECOND, Article V is hereby amended to read that the name and Florida street address of the registered agent is:

Mark Brunell
117 Lantern Wick Place
Ponte Vedra Beach, Florida 32082

THIRD, date of adoption of the above amendments was August 31, 1996.

FOURTH, there are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

THE MARK BRUNELL FOUNDATION, INC.

By: 

Mark Brunell
Chairman of the Board

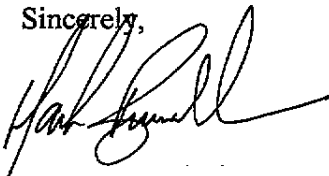
Date: 9/1/98

Mark & Stacy Brunell
117 Lantern Wick Place
Ponte Vedra Beach, FL 32082

Re: The Mark Brunell Foundation, Inc., a Florida corporation

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark Brunell', written in a cursive style.

Mark Brunell