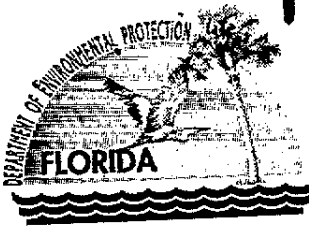


N98000005088

Department of
Environmental Protection



Jeb Bush
Governor

Marjory Stoneman Douglas Building
3900 Commonwealth Boulevard
Tallahassee, Florida 32399-3000

David B. Struhs
Secretary

June 2, 1999

Mr. David Mann, Director
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

900002904199--4

Dear Mr. Mann:

This letter is to certify to you that the Friends of Washington Oaks State Gardens, Inc., is a duly authorized citizen support organization which is under contract to provide support for the Division of Recreation and Parks in accordance with Section 258.015, F.S.

Sincerely,

Fran P. Mainella

Fran P. Mainella, CLP
Director
Division of Recreation and Parks

FPM/paw
Attachments

FILED
99 JUN 14 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

S. PAYNE JUN 14 1999

*Per
marlene
OK to add
pres. name
by sig.*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 JUN 14 PM 2: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRIENDS OF WASHINGTON OAKS STATE GARDENS, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted:

1. **ARTICLE XI Distribution of Assets:** This Article is changed and amended to read as follows:

ARTICLE XI

Distribution of Assets Upon Dissolution

1. In the event of dissolution or other termination of the corporation, title to all of its assets shall be distributed to the Department of Environmental Protection of the State of Florida, or its successor, to be used exclusively for the purposes hereinabove set forth, it being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the corporation or which will result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

5. Notwithstanding anything herein to the contrary, the assets of the corporation are hereby irrevocably dedicated to charitable use. Accordingly, in the event that the Department of Environmental Protection or its successor fails to qualify to

receive or otherwise fails to accept the corporation's assets upon dissolution, the Board of Directors shall distribute the residual assets of the corporation to one or more organizations which are organized and operated exclusively for charitable, educational or scientific purposes and are qualified as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such residual assets not so disposed shall be disposed by the Flagler County Court to such organizations as the court shall determine which are organized and operated exclusively for such purposes.

3. The date of the amendment adoption is May 26, 1999.

4. Adoption of the amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

Signed this 26th day of May, 1999.



President
Richard T. Louttit

Attest:



Secretary