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Requestor's Name
Overstreet, Miles, Ritch & Cumble, P.A.
100 Church Street
Kissimmee, FL 34741
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS DEC 15 1998

Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MUSTANG OPERATION & PRESERVATION SOCIETY, INC.**

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Pursuant to the Provisions of sections 617.1001 and 617.1002, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III "Purposes" of the Articles of Incorporation is amended to read as follows:

**ARTICLE III
PURPOSES**

This corporation is formed exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary purpose of the corporation being to preserve the world's remaining P 51 Mustang aircraft by providing a repository and clearing house for the collection and dissemination of information regarding the care, maintenance, restoration and improvement of the P 51, as well as the specific pilot skills and flight operations practices necessary to promote and insure the continued existence and safe operation of the P 51 in the years to come.

SECOND: Article VII entitled "Restrictions on Corporate Activities" is hereby added to the Articles of Incorporation as follows:

**ARTICLE VII
RESTRICTIONS ON CORPORATE ACTIVITIES**

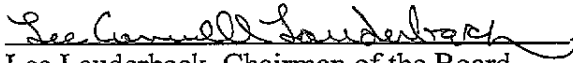
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any

candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

THIRD: Each of the said Amendments was adopted on December 1, 1998.

FOURTH: Each of the said Amendments was adopted by majority vote of the Board of Directors of the Corporation without vote of the members and membership action or vote was not required.

Signed this 03 day of December, 1998.


Lee Lauderback, Chairman of the Board
of Directors