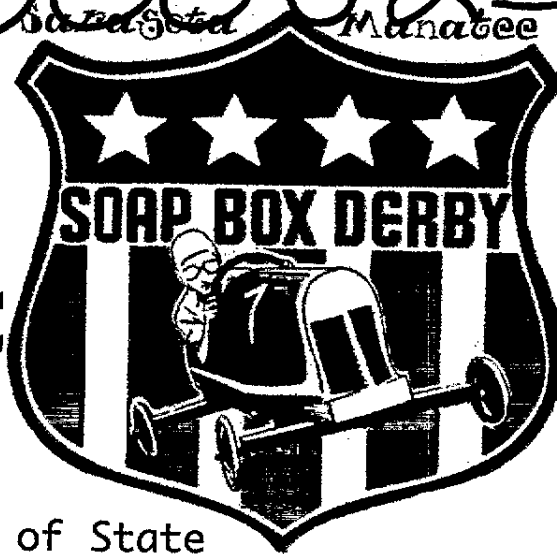


N99000002385



June 16, 1999

FILED
99 JUN 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

700002910307--7
-06/21/99--01079--014
*****52.50 *****52.50

To Whom It May Concern,

I am enclosing Articles of Amendment to the Articles of
Incorporation of the Sarasota-Manatee Soap Box Derby, Inc.

Please send one certified copy to:

Barry Alexander
1355 West Way Dr.
Sarasota, Fl. 34236
(941) 388-1600

and another certified copy to:

E0 Group 7212, Stop 501-D
401 West Peachtree St. NW Room 1108
Atlanta, Georgia 30365

Amend.

Thank you. My check (\$52.50) is enclosed. V. SHEPARD JUN 24 1999

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Sarasota-Manatee Soap Box Derby, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

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TALLAHASSEE, FLORIDA

FIRST: Amendment(s) adopted:

ARTICLE III: PURPOSE:

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable and educational purposes 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.

SPECIFIC PURPOSE: The organizing and running of the Soap Box Derby in the Sarasota and Manatee counties.

LIMITATION OF POWERS: 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.

ARTICLE VII: DISTRIBUTION OF ASSETS UPON DISSOLUTION:

DISTRIBUTION OF ASSETS UPON DISSOLUTION: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

SECOND: The date of adoption of the amendments was June 16, 1999.

THIRD: Adoption of Amendment:

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Sarasota-Manatee Soap Box Derby, Inc.

Corporation Name

Signature of President

Barry H. Alexander

President

Title

June 16, 1999

Date