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ALEXA K. ALVAREZ
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P.O. Box 1130
Fernandina Beach, FL 32035

January 6, 1998

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

Re: Justin Hess Scholarship Foundation

Greetings:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of the Justin Hess Foundation, Inc. for inclusion in the official State Records.

Thank you for your attention to this matter.

Sincerely,

Alexa K. Alvarez
Alexa K. Alvarez

FILED
98 JAN 15 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.
AKA/mef

RECEIVED
98 JAN -8 PM 4:09
DIVISION OF CORPORATIONS

Corap Amend

JAN 15 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

ALEX K. ALVAREZ, ESQ.
P. O. BOX 1130
FERNANDINA BEACH, FL 32035

SUBJECT: JUSTIN HESS SCHOLARSHIP FOUNDATION, INC.
Ref. Number: N97000001964

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 298A00001233

Please find enclosed our check in the amount of \$35.00, and we thank you for your assistance in this matter.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

FILED
98 JAN 15 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
JUSTIN HESS SCHOLARSHIP FOUNDATION, INC.

Charter Number:

The undersigned, being the President of the **JUSTIN HESS SCHOLARSHIP FOUNDATION, INCORPORATED**, Document Number: **N97000001964**, hereby adopts and acknowledges the following Articles of Amendment to the Articles of Incorporation of **JUSTIN HESS SCHOLARSHIP FOUNDATION, INCORPORATED**, as unanimously approved and adopted by the members on the 22nd day of December, 1997, at 5:00 o'clock p.m., at **2260 Pirates Bay Drive, Fernandina Beach, FL 32034**.

ARTICLE IV - PURPOSE, Section 2, of the Articles of Incorporation of the **JUSTIN HESS SCHOLARSHIP FOUNDATION, INCORPORATED**, is hereby amended to read:

"Said organization is organized exclusively for charitable, religious, educational, and scientific 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.

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 the 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 and organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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.

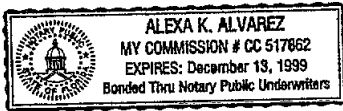
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local 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 nor organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and caused the seal of the corporation to be affixed thereto, on this 5th day of January, 1998.

By 
LOUIS H. HESS, JR., President

STATE OF FLORIDA
COUNTY OF NASSAU

Before me, the undersigned authority, personally appeared **LOUIS H. HESS, JR.**, to me well known and known to be the person described as President of the **JUSTIN HESS SCHOLARSHIP FOUNDATION, INC.**, or who has produced N/A as identification, and who executed and caused the corporate seal to be affixed to the foregoing Articles of Amendment, and acknowledged before me that he executed the same for the purposes therein expressed and subscribed to these articles on the 5th day of January, 1998, and the same was his authorized act on behalf of the corporation.



Alexa K. Alvarez

NOTARY PUBLIC,
My Commission expires: