

733882

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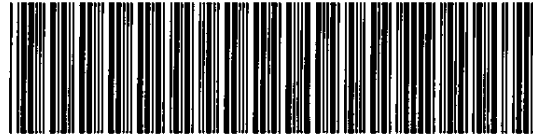
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
10/25/06
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***ALSO ADMITTED IN NORTH CAROLINA
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**ALSO ADMITTED IN WISCONSIN
***ALSO ADMITTED IN CALIFORNIA

October 19, 2006

Direct Dial
(941) 364-2414
Reply to Sarasota

VIA UPS OVERNIGHT DELIVERY

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

Re: Sarasota Model Railroad Club, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one copy Articles of Amendment to Articles of Incorporation for the above corporation, together with our firm's check in the sum of \$43.75 made payable to the Secretary of State for the filing fee. Please file this document at your earliest convenience and return a certified copy to me in the return overnight envelope provided.

If you have any questions or need additional information, please call me.

Sincerely,

Judy Rosenfeld, Legal Assistant to
David M. Silberstein

/jr
Enclosures

Articles of Amendment
to
Articles of Incorporation
of

SARASOTA MODEL RAILROAD CLUB, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

733882

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may **not** be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article 13 is amended to read as follows:

"Article 13. Disposal of Assets. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes such as the National Model Railroad Association, Inc., as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine."

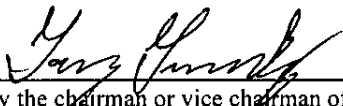
(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: October 18, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Gary Grundy
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35