

Secretary of State
Corporations Division
315 West Tower
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Atlanta, Georgia 30334-1530

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CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

ST. SIMONS ISLAND ROTARY FOUNDATION, INC.
A DOMESTIC NONPROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

ST. SIMONS ISLAND ROTARY SCHOLARSHIP FUND, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in cursive script, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

OF

ST. SIMONS ISLAND ROTARY FOUNDATION, INC.

I.

The name of the Corporation is St. Simons Island Rotary Foundation, Inc.

II.

Effective the date hereof, paragraph 1 of the Articles of Incorporation of St. Simons Island Rotary Foundation, Inc., is deleted in its entirety and inserted in lieu thereof is the following:

"1. (a) The name of the Corporation is St. Simons Island Rotary Scholarship Fund, Inc.

"(b) The Corporation shall have perpetual duration."

III.

Effective the date hereof, subparagraph (c) of paragraph 2 of said Articles of Incorporation is deleted in its entirety and inserted in lieu thereof is the following:

"(c) To award scholarships or lend money out of the monies belonging to the Corporation, or which are entrusted to it for those purposes, to deserving students who desire to advance or improve their educational advantages, upon such terms and for such periods as may seem proper to the Trustees administering the affairs of the Corporation and then in office, or (as the case may be) upon such terms as may be stipulated by the donor or donors of any fund at the time being awarded or loaned."

IV.

Effective the date hereof, paragraph 5 of said Articles of Incorporation is deleted in its entirety and inserted in lieu thereof is the following:

"5. (a) That the affairs of the Corporation shall be handled, determined and directed by a Board of Trustees who shall serve without bond, the number of which shall be determined by the Board of Directors of the Rotary Club of St. Simons Island from time to time. The method and manner of election, appointment and tenure of office shall be as so provided in the bylaws of the Board of Directors of the Rotary Club of St. Simons Island.

"(b) If it should happen that the Rotary Club of St. Simons Island should be dissolved, or should for any reason disband, then and thereafter the Trustees then in office shall have full power to administer all of the affairs of the Corporation and shall have the right to fill vacancies in the Board of Trustees."

V.

Effective the date hereof, paragraph 9 of said Articles of Incorporation is deleted in its entirety and inserted in lieu thereof is the following:

"9. The Corporation is organized and existing pursuant to the provisions of the Georgia Non-Profit Corporation Code."

VI.

Effective the date hereof, paragraph 10 of said Articles of Incorporation is deleted in its entirety and inserted in lieu thereof is the following:

"10. In the event the Corporation is dissolved, the remaining assets of the Corporation at that time are to be delivered over to the Rotary Club of St. Simons Island if it is then in existence, but if it is not then in existence said assets shall be delivered over to the Coastal Georgia Community College Foundation, Inc., its successor or successors by any conversion, merger or consolidation, to be used by said Foundation in its sole discretion to aid worthy Glynn County residents who are students attending Coastal Georgia Community College, located in Glynn County, Georgia (or its successor or successors)."

VII.

Effective the date hereof, the following paragraph 11 is added to said Articles of Incorporation:

"11. No member of the Board of Trustees shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a member of the Board of Trustees by reason of any act or admission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a member of the Board of Trustees for (a) any appropriation, in violation of his duties, of any business opportunity to the Corporation; (b) acts or admissions which involve intentional misconduct in knowing violation of the law; (c) liabilities of a director imposed by Sections 14-3-860 through 14-3-864 of the Georgia Non-Profit Corporation Code; or (d) any

transaction from which the member of the Board of Trustees derived an improper personal benefit.

VIII.

These Articles of Amendment were duly adopted by the Board of Trustees, in accordance with Section 14-3-1005 of the Georgia Non-Profit Corporation Code, on November 17, 1998.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 6th day of April, 1999.

ST. SIMONS ISLAND ROTARY FOUNDATION,
INC.

BY: Henry R. Kingdon
Chairman

ATTEST:

BY: [Signature]
Secretary



SECRETARY OF STATE
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JUN 25 3 35 PM '99
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SECRETARY OF STATE
MAY 27 3 24 PM '99