

760680

JAMES B. LOPER

ATTORNEY AT LAW

MAGDALENE CENTER
15438 N. FLORIDA AVENUE
SUITE 101
TAMPA, FLORIDA 33613
PHONE (813) 964-0577
FAX (813) 964-8867
e-mail: jloper@loperlaw.com

September 21, 2001

PERSONAL INJURY AND
WRONGFUL DEATH
LABOR AND EMPLOYMENT LAW
ESTATE PLANNING, WILLS
AND PROBATE ADMINISTRATION

Florida Department of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: The Gold Shield Foundation, Inc. (Docket No. 760680)

Dear Clerk:

500004748705--8
-01/03/02-01031--004
*****43.75 *****43.75

The undersigned represents The Gold Shield Foundation, Inc., a corporation not for profit, whose original articles were filed on November 13, 1981.

Transmitted herewith are the original and one exact copy of the following:

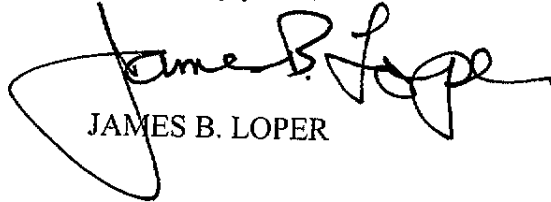
- Articles of Amendment to Articles of Incorporation, as amended, of The Gold Shield Foundation, Inc., in connection with amendments that were made on December 7, 2001.

Also transmitted herewith is my check in the amount of \$43.75 for:

- \$35.00 for the filing fee of the 2001 amendments.
- \$ 8.75 for a certified copy of the 2001 amendments.

If you have any questions or directions concerning this matter or wish to discuss with me further, please feel free to call upon me.

Very truly yours,


JAMES B. LOPER

JBL:ak

Enclosures

cc: Client (w/o encls.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JAN -3 PM 3:39

Amendment
NFS
1-10-2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION, AS AMENDED
OF
THE GOLD SHIELD FOUNDATION, INC.

2002 JAN -3 PM 3: 39

Pursuant to the provisions of Sections 617.1001--1006, Florida Statutes, the GOLD SHIELD FOUNDATION, INC. adopts the following Articles of Amendment to its articles of incorporation, as amended.

FIRST: Article II, Section A. is amended as follows:

“A. The general nature, objects and purposes for which this corporation is exclusively organized and operated are:

1. Early financial assistance for the benefit of the surviving family members of fire and law enforcement personnel feloniously or accidentally killed in the actual performance of duties as a firefighter or law enforcement officer, as further defined by the Bylaws;
2. To help furnish a college education or vocational training for the benefit of a spouse and dependent children of fire and law enforcement personnel killed in the actual performance of duties as a firefighter or law enforcement officer, as further defined by the Bylaws.”

SECOND: Article II, Section B. 1. iv. is amended as follows:

“Eligibility for benefits will rest solely with a majority vote of the Board of Directors, who may delegate such authority to an Executive Committee consisting of the officers of this corporation.”

THIRD: Article II, Section B. 3. is amended as follows:

“The Board of Directors, or the Executive Committee, as provided in the Bylaws, has the absolute discretion to determine whether an education or vocational institution qualifies, but not inconsistent with the Articles of Incorporation.”

FOURTH: Article II, Section B. 4. is amended as follows:

“The determination of when, and the amount of scholarship awarded to the spouse or dependent child shall rest in the absolute discretion of the Board of Directors of this corporation, or the Executive Committee, in a manner provided in the Bylaws.”

FIFTH: Article II, Section B.7. iii. is amended as follows:

“Over twenty-one (21) years of age at the time of hero’s death and not currently a college student, however is desirous of a college education or vocational training. Their eligibility would be upon approval of a majority of the Board of Directors, or the Executive Committee as provided in the Bylaws.”

SIXTH: Article II, Section B, paragraph 9 is added as follows:

9. In light of the events occurring in New York City on September 11, 2001, the Board of Directors, or the Executive Committee, may:
 - i. Expend funds for programs and activities inside or outside the covered counties set forth in Article II, Section B, provided that such expenditures are consistent with the purposes set forth in Article II, Section A or promotes said purposes.
 - ii. Accept and distribute contributions which are designated by the donor for family members of fire and law enforcement personnel feloniously or accidentally killed in the actual performance of duties as a firefighter or law enforcement officer either inside or outside the covered counties set forth in Article II, Section B, including but not limited to family members of those firefighters and law enforcement officers killed as a result of the events occurring in New York City on September 11, 2001.

SEVENTH: This first sentence of Article VI, entitled “Members” is amended as follows:

“The members of this corporation shall consist of those persons who are listed as the initial members of the corporation, and such other persons, over eighteen years (18) of age, or entities, as may from time to time be admitted to Membership in accordance with the provisions of the Bylaws of the corporation.”

EIGHTH: The first paragraph of Article VII entitled “Officers and Directors” is amended as follows:

“The affairs of this corporation shall be managed by a Board of Directors, who, pursuant to the Bylaws, may delegate the authority for the management of this corporation to an Executive Committee consisting of the officers of this corporation. The Board of Directors and officers shall be elected by a majority vote of the members of the corporation present at a duly called meeting, as provided by the Bylaws. The officers shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the Bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies of the offices of the corporation shall be provided in the Bylaws.”

NINTH: Article XI, entitled “Bylaws” is amended as follows:

“The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting. The Board of Directors may delegate the power to alter, amend, or repeal the bylaws or adopt new bylaws to an Executive Committee consisting of the officers of this corporation.”

TENTH: The date of each amendment’s adoption is 7th day of December, 2001.

ELEVENTH: Adoption of Amendments:

The Amendments were approved by resolution adopted by the majority vote of the members of the corporation present at a meeting duly called and convened. The number of votes cast was sufficient for approval.

THE GOLD SHIELD FOUNDATION, INC.

DATED: Dec 22, 2001

By:

Richard T. Bowers
RICHARD T. BOWERS
PRESIDENT