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June 1, 2001

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01 JUN -4 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* ALSO ADMITTED IN GEORGIA
+ CERTIFIED CIRCUIT MEDIATOR
STATE AND FEDERAL COURTS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Association of Priests, Inc.

Our Ref. 00125.01009

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*****43.75 *****43.75

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation of Association of Priests, Inc., a Florida not-for-profit corporation. After the Articles of Amendment have been filed, please forward to me a certified copy of the complete Articles of Incorporation of Association of Priests, Inc. (including the Amendment included herewith). Our check in the amount of \$43.75 is enclosed to cover the cost of filing the Articles of Amendment to the Articles of Incorporation of Association of Priests, Inc. and to provide me with a certified copy of the Articles of Incorporation.

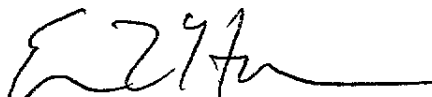
Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

MOSELEY, WARREN, PRICHARD & PARRISH

Eric L. Hearn

*Amend
6-11-01
PKS*



Enclosures:
ELH/heh

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF ASSOCIATION OF PRIESTS, INC.

(a Florida Not for Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1006 of the Florida Statutes, the undersigned, as the President of ASSOCIATION OF PRIESTS, INC., a Florida Not for Profit corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of Association of Priests, Inc. for filing with the Florida Department of State, as follows:

- (1) Article 3. B. of the Articles of Incorporation of Association of Priests, Inc. is hereby amended and restated to read as follows:

The Corporation is organized and shall be operated exclusively for one or more of the purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended.

- (2) The Articles of Incorporation of Association of Priests, Inc. are hereby amended to include the following provision as Article 10 thereof:

Article 10. Earnings and Activities of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation 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 Article 3 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.

- (3) The Articles of Incorporation of Association of Priests, Inc. are hereby amended to include the following provision as Article 11 thereof:

Article 11. Prohibited Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 of the United States Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United State Internal Revenue Law). Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

- (4) The Articles of Incorporation of Association of Priests, Inc. are hereby amended to include the following provision as Article 12 thereof:


Article 12. Distribution 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 the assets of the Corporation exclusively to (a) such organization or organizations, organized and operated exclusively for one or more of the purposes specified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall have at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any assets of the Corporation not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively to (a) such organization or organizations organized and operated exclusively for one or more of the purposes specified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which shall have at that time qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) to the federal government or to state or local government for a public purpose.

- (5) The Articles of Incorporation of Association of Priests, Inc. are hereby amended to include the following provision as Article 13 thereof:

Article 13. Dedication of Assets. The property of this Corporation is irrevocably dedicated to one or more of the purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any private individual.

- (6) Members of the Corporation are not entitled to vote for the adoption of proposed amendments to the Articles of Incorporation of the Corporation. The foregoing amendments to the Articles of Incorporation of Association of Priests, Inc. were duly adopted by the Board of Directors of the Corporation on April 30, 2001.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment to the Articles of Incorporation of Association of Priests, Inc. this 30 day of May, 2001.


Rev. Joseph Iannuzzi, STL,
President