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MEMORIAL BEILS, INC.

President/Founder  
Terry J. McGuire

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-03/07/01--01084--012  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Secretary/Treasurer  
David Konnerth

Board Member  
Thom Lauth

I am awaiting this response so that I can complete the information that the Internal Revenue has requested to continue with our application for 501 (c)(3) status.

Should you need to contact me for further information, I can be reached at 727 584-5282.

Thank you for your assistance.

  
Terry J. McGuire

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAR -7 AM 8:27

Amend

V. SHEPARD MAR 13 2001

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAR -7 AM 8:28

The AIDS Memorial Bells, Inc.

(present name)

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

AMENDING                      ARTICLE III

ADDING                         ARTICLE VIII

ARTICLE IX

(ATTACHED)

**SECOND:** The date of adoption of the amendment(s) was: February 20, 2001

**THIRD:** Adoption of Amendment (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 of Chairman, Vice Chairman, President or other officer

Terry J. McGuire  
\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
President/Founder  
Title

March 5<sup>th</sup>, 2001  
\_\_\_\_\_  
Date

**ARTICLES OF AMENDMENT**  
to  
**ARTICLES OF INCORPORATION**  
of

The AIDS Memorial Bells, Inc.

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

The AIDS Memorial Bells, Inc., a not for profit corporation of the State of Florida whose registered office is located at 1508 Adams Circle East, Largo FL 33771 certifies that at a meeting held on February 20th 2001, of the Board of Directors of said corporation called for the purpose of amending the articles of incorporation, of ARTICLE III pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code., and adding ARTICLES VIII and IX, to our existing articles of incorporation. It was resolved by vote that the Articles of Incorporation is amended to read as follows:

**Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)**

AMENDING ARTICLE III and ADDING OF ARTICLE VIII & ARTICLE IX

ARTICLE III

Said corporation 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 the corresponding section of any future federal tax code.

ARTICLE VIII

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 an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue 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.

ARTICLE IX

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.

Signed By \_\_\_\_\_  
President

