

No3000000341

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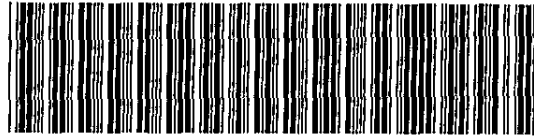
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05 MAR 17 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N.C.

C. Coulliette MAR 24 2005

KING & SPALDING LLP

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W. Marshall Sanders
Direct Dial: 404-572-2822
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msanders@kslaw.com

March 16, 2005

VIA UPS OVERNIGHT DELIVERY

Florida Secretary of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Friends of Foreman Christian College, Inc./Document #N03000005347
Forman Christian College, Inc./Document #N03000000341

Dear Sir/Madam:

Please find enclosed the following:

1. **Articles of Dissolution** of Friends of Foreman Christian College, Inc. - Document Number N03000005347. The filing fee of \$35.00 is enclosed.
2. **Articles of Amendment** of Forman Christian College, Inc. - Document Number N03000000341. The filing fee of \$35.00 is enclosed. We are also enclosing a check in the amount of \$18.75 and ask that you please provide us with a certified copy of the articles of incorporation, and any amendments, of this entity.

(So as to avoid any confusion, please note that the Articles of Amendment of Forman Christian College, Inc. provide that the name of the Corporation shall be changed to Friends of Forman Christian College, Inc. (the name of the dissolved corporation with a slight variation in the spelling.)

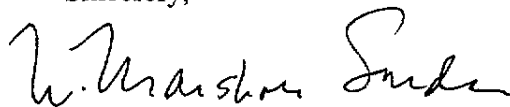
A prepaid UPS return overnight envelope is enclosed for your convenience. Please return all correspondence and related documents concerning this matter to the following:

W. Marshall Sanders, Esq.
King & Spalding LLP
191 Peachtree Street, NE
Atlanta, Georgia 30303

Florida Secretary of State
March 16, 2005
Page 2

For further information concerning this matter, please call Marshall Sanders at 404-572-2822.

Sincerely,

A handwritten signature in cursive script that reads "W. Marshall Sanders". The signature is written in dark ink and is positioned above the printed name.

W. Marshall Sanders

WMS/lac
Enclosures

cc: Ms. Allison Barker (w/o encls.)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FORMAN CHRISTIAN COLLEGE, INC.**

(Document Number N03000000341)

**FILED
05 MAR 17 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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

ARTICLE I

Article 1 shall be deleted in its entirety and a new Article 1 shall be substituted to read as follows:

"ARTICLE 1 – Name

The name of the Corporation shall be Friends of Forman Christian College, Inc. The principal office of the Corporation shall be located at c/o Peachtree Presbyterian Church, 3434 Roswell Road, Atlanta, Georgia 30305."

ARTICLE II

Article 2 shall be deleted in its entirety and a new Article 2 shall be substituted to read as follows:

"ARTICLE 2 -- Purposes

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code") and for such related purposes as may be permitted to religious, charitable, scientific, or educational corporations which are organized under the Florida Nonprofit Corporation Statutes and which are described in the aforesaid provision of the Code."

ARTICLE III

Article 3 shall be deleted in its entirety and a new Article 3 shall be substituted to read as follows:

"Article 3 – General Scope of Activity

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 above. 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, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code."

ARTICLE IV

Article 4 shall be deleted in its entirety and a new Article 4 shall be substituted which reads as follows:

"ARTICLE 4 – Membership

The Corporation shall not have members."

ARTICLE V

Article 10 shall be deleted in its entirety and a new Article 10 shall be substituted which reads as follows:

"ARTICLE 10 – Bylaws

The Bylaws may be amended or repealed by the vote of two-thirds (2/3) of the members of the Board of Directors."

ARTICLE VI

Article 11 shall be deleted in its entirety and a new Article 11 shall be substituted which reads as follows:

"ARTICLE 11-Amendments

Amendments to these Articles of Incorporation shall be adopted by a two-thirds majority of the members of the Board of Directors."

These amendments were adopted by the members, and the number of votes cast for the amendment was sufficient for approval. The date of adoption of the amendments was Mar. 15, 2005.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Corporation,
has executed these Articles of Amendment, this 15th day of March, 2005.

A handwritten signature in dark ink, appearing to read "Peter H. Armacost", is written over a horizontal line.

PETER H. ARMACOST
President