

NO3000006861

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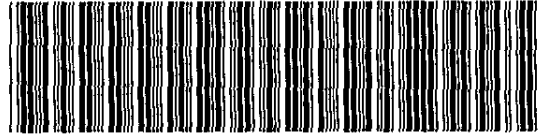
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Amend

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ASR
11/15/04*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 968883
AUTHORIZATION :
COST LIMIT : \$ 43.75

82866A
Patricia Pignata

ORDER DATE : November 12, 2004

ORDER TIME : 3:33 PM

ORDER NO. : 968883-005

CUSTOMER NO: 82866A

CUSTOMER: H. Adam Airth, Jr., Esq
Clark, Campbell & Mawhinney,
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

DOMESTIC AMENDMENT FILING

NAME: POLK VISION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
POLK VISION, INC.,
a Florida not-for-profit corporation**

FILED
04 NOV 12 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida not-for-profit corporation adopts the following articles of amendment to its Articles of Organization:

FIRST: The date of filing the Articles of Organization was August 11, 2003. The document number for this entity is N03000006861.

SECOND: The following amendments to the Articles of Organization were adopted by the corporation:

A. Article III is hereby amended and restated in full to read as follows:

“Article III. Purpose.

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any 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 or the corresponding provision of any future United States tax code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. No substantial part of the activities of the Corporation shall be for 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.

The Corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

This corporation shall work to identify, research and address areas of concern for the future of Polk County, Florida. Areas of concern to be examined by the corporation include, without limitation, Polk County's education system, economic development, private sector leadership, diversity and infrastructure. Research to be conducted shall include forums open to the public, statistical analysis, and studies. Some of the meetings to discuss issues and results shall be open to the public. The corporation shall devise a long-term plan to address and work to improve the issues studied by the corporation. A compilation report addressing one or more of the issues and/or the long-term plan shall be delivered to the various officials charged with governing Polk County for their consideration and implementation as such officials deem appropriate. The corporation will use its best efforts to involve Polk County's governmental agencies, charities, businesses and citizens in its efforts to determine which issues will be important to Polk County's future and to devise a long-term plan to address those issues. It is the intent of the corporation to assist Polk County's government, in a manner consistent with the corporation's charitable status, to chart the course of Polk County's future and to improve Polk County's education system, economic development, private sector leadership, diversity and infrastructure."

B. A new Article VII is inserted to read as follows:

"Article VII. Prohibitions and Requirements.

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

(a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);

(d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the Corporation shall distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a)."

C. A new Article VIII is inserted to read as follows:

"Article VIII. Compensation and Distribution of Assets on Dissolution.

No officer or member of the Steering Committee of the Corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of said Corporation, if such expenses are authorized by the Steering Committee.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such Corporation or Corporations, as the court shall determine, which are organized and operated exclusively for charitable purposes."

THIRD: These amendments were adopted on the date set forth below.

FOURTH: These amendments were approved by the members. The number of votes cast for these amendments was sufficient for approval.

Signed this 11th day of Nov., 2004.

POLK VISION, INC.,
a Florida not-for-profit corporation

By: _____


RONALD L. CLARK, Its Co-Chairman

By: _____


WAYNE EZELL, Its Co-Chairman