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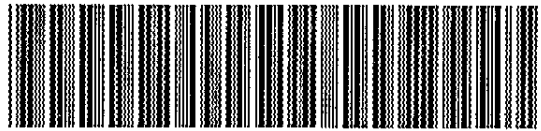
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

*Amended
MD 8/25*



Faces of Courage Foundation
TransWorld Building
4115 West Spruce Street
Tampa, FL 33607
813 877-CAMP (2267)
Facesofcourage.org

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Madam/Sir:

Please find enclosed the Faces of Courage Foundation's amended Articles of Incorporation. In order for Faces of Courage to meet the organizational test for exemption with the IRS we needed to amend our original Articles.

Please find enclosed the Foundation's check # 1065 for \$35.00.

If you have any questions please call us at (813) 877-2267.

Sincerely,

A handwritten signature in black ink, appearing to read "Peggie Sherry", written over a horizontal line.

Peggie Sherry
CEO/Founder

**Providing life enriching experiences for
children and families touched by cancer.**



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 5, 2004

PEGGIE SHERRY
FACES OF COURAGE FOUNDATION, INC.
4115 W. SPRUCE ST.
TAMPA, FL 33607

SUBJECT: FACES OF COURAGE FOUNDATION, INC.
Ref. Number: N04000001479

We have received your document for FACES OF COURAGE FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 104A00048899



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 17, 2004

PEGGIE SHERRY
FACES OF COURAGE FOUNDATION, INC.
4115 W. SPRUCE ST.
TAMPA, FL 33607

SUBJECT: FACES OF COURAGE FOUNDATION, INC.
Ref. Number: N04000001479

You failed to make the correction(s) requested in our previous letter.

Please entitle your document Articles of Amendment.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

ONE OF THE ABOVE STATEMENTS MUST BE TYPED ON YOUR AMENDMENT FORM.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 704A00050728



"Providing life enriching experiences to children and families touched by cancer"

August 20, 2004

Maryanne Dickey
Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: No 4000001479

Dear Ms. Dickey,

I am so sorry to have wasted you time sending the last Articles of Amendment in without reading your letter thoroughly. I know you are very busy and that when some people 'don't read' it only makes your work load increase.

Hope I have got it right this time.

If you have any questions please contact our office at 813 877-2267.

Sincerely,

Peggie Sherry
CEO/Founder

FACES OF COURAGE FOUNDATION IS A PENDING 501(C)(3) NON-PROFIT AGENCY AND ALL DONATIONS ARE DEDUCTIBLE TO THE FULL EXTENT OF THE IRS TAX CODE. PURSUANT WITH THE STATE OF FLORIDA SOLICITATION OF CONTRIBUTIONS ACT, CHAPTER 498, A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE WITHIN THE STATE 1-800-435-7352. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE.

TransWorld Building • 1115 W. Spruce Street • Tampa, FL • 33607 • (813) 877-CAMP (2267)
www.facesofcourage.org

**ARTICLES OF AMENDMENT
FACES OF COURAGE FOUNDATION, INC.**

The undersigned, acting as Incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Amendment:

ARTICLE I

Name

The name of the Corporation shall be:

Faces of Courage Foundation, Inc.

ARTICLE II

Mailing address

The mailing address of the Corporation shall be:

Faces of Courage Foundation, Inc,
TransWorld Building
4115 West Spruce Street
Tampa, FL 33607

ARTICLE III

Purposes

The specific purposes for which the Corporation is organized are:

Said organization is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code.

ARTICLE IV

Manner of election of Directors

The manner in which the Directors are elected are as follows:

Methods of election are as set forth in the bylaws of this Corporation.

ARTICLE V

Limitation of corporate powers

The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes, subject to the following limitations:

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,

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TALLAHASSEE, FLORIDA

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 corresponding section of any future federal tax 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.

Dissolution of the organization

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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Peggie D. Sherry
17919 Clear Lake Drive
Lutz, FL 33548

ARTICLE VII

Incorporators

The name and street address of the incorporator for these Articles of Incorporation is:

Peggie D. Sherry
17919 Clear Lake Drive
Lutz, FL 33548

The Board of Directors voted and these Articles of Amendment were adopted by a majority vote on August 9, 2004. The affirmative votes cast are sufficient for approval of these Articles of Amendment.

The undersigned has executed these Articles of Amendment this 20th day of August 2004.

Signature of Incorporator



Peggie D. Sherry