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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRANDON JON WITCHER MEMORIAL SCHOLARSHIP FUND, INC.
(Name of Corporation)

DOCUMENT NUMBER: NO4000006882

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID R. MARTIN, ESQ.
(Name of Person)

AMARI & THERIAC, P.A.
(Name of Firm/Company)

96 WILLARD ST, STE. 302
(Address)

COCOA, FL 32922
(City/State and Zip Code)

For further information concerning this matter, please call:

DAVID R. MARTIN, ESQ at (321) 639-1320
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certified Copy
- \$43.75 Filing Fee & Certificate of Status
- \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRANDON JON WITCHER MEMORIAL SCHOLARSHIP FUND, INC.**

Pursuant to the provisions of Section 617.1001, Florida Statutes, this Florida not-for-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III of the Articles of Organization of **BRANDON JON WITCHER MEMORIAL SCHOLARSHIP FUND, INC.** is amended to read as follows:

The specific purpose for which this corporation is organized is:

- (a) The organization 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 corresponding section of any future federal tax code.
- (b) 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 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.
- (c) 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 a court of competent jurisdiction 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.

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SECOND: There are no members in this corporation.

THIRD: The board of directors of the corporation at their meeting held August 20, 2004, authorized the officers to take any and all lawful actions necessary to perfect the 501 (c)(3) not-for-profit election, thereby adopting the amendment to the Articles of Organization effective at that date.

IN WITNESS WHEREOF, the undersigned Officer of this corporation has executed these Articles of Amendment on this 3rd day of February, 2005.

**BRANDON JON WITCHER MEMORIAL
SCHOLARSHIP FUND, INC.**

By: _____

John C. Witcher, Vice President