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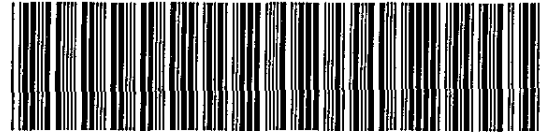
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AMEND  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Neanderthal Charitable Foundation, Inc.

**DOCUMENT NUMBER:** N05000002970

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Vincent Conte MD

(Name of Contact Person)

Neanderthal Charitable Foundation, Inc.

(Firm/ Company)

13231 SW 97 Court

(Address)

Miami, FL 33176

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Vincent Conte MD

(Name of Contact Person)

at ( 305 ) 298.8220

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee     \$43.75 Filing Fee & Certificate of Status     \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)     \$52.50 Filing Fee & Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

79-1

Articles of Amendment  
to  
Articles of Incorporation  
of

Neanderthal Charitable Foundation, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N05000002970

(Document number of corporation (if known))

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

1) Ammend Article III to read: The purpose for which the corporation is organized is exclusively for charitable, 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 correponding section of any future federal tax code.

2) Ammend Article V and add position of Director to Vincent G. Conte MD to the other titles.

3) Add Article VIII and it is to read: No part of the net earnings of the corporation shall inure to the benefitor, or be distributable to its members, trustees, officers, directors, 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 in Article III hereof. It will be understood that the Directors of the corporation will serve without compensation for said services that are related to the organization and operation of the corporation. No substantial part of the corporation be the carrying on of propoganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements)...

(Attach additional pages if necessary)  
(continued)

cont'd. pg.

**NCFI**

13231 SW 97 Court, Miami, FL., 33176

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**Neanderthal Charitable Foundation, Inc.**  
**Articles of Incorporation**

Please add the following articles to the Articles of Incorporation of Neanderthal Charitable Foundation, Inc. (continued from the previous page)

**Article VIII (cont'd)**... 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 Internal Revenue Code, or the corresponding section of any future federal 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 section of any further federal tax code.

**Article IX:** 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 tax code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such 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 organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

**Article X: Conflict of Interest Statement:** No business will be conducted or monies donated to any corporation, individual or entity that directly benefits monetarily from said business and this corporation or entity IS NOT a charitable organization identified as such under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. Also, before any dealings are initiated, the Directors must vote with a 100% majority in favor of initiating dealings with said corporation, individual or entity. The provisions of this section should eliminate any conflict of interest that may exist or develop between NCFI and any other corporations, individuals, or entities.

**Article XI:** The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

**Article XII:** The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later tax laws.

**Article XIII:** The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later tax laws.

**Article XIV:** The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later tax laws.

**Article XV:** The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later tax laws.

In witness whereof, I have hereunto subscribed my name, this 30<sup>th</sup> day of March, 2005.



Vincent Conte MD  
CEO, P, VP, S, T, Director of Neanderthal Charitable Foundation, Inc.

The date of adoption of the amendment(s) was: 03/30/2005

Effective date if applicable: 03/30/2005  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signed this 30th day of March, 2005.

Signature 

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Vincent Conte MD  
\_\_\_\_\_  
(Typed or printed name of person signing)

CEO, P, VP, S, T, Director  
\_\_\_\_\_  
(Title of person signing)

**FILING FEE: \$35**