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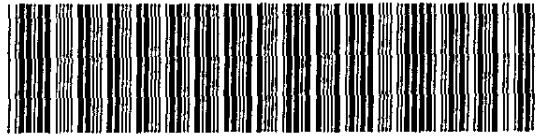
(Business Entity Name)

(Document Number)

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SECRETARY OF CORPORATION
DIVISION OF CORPORATION
2006 MAY -9 PM 2:33

Amend

*JB
5/16*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Heart Gallery of Pinellas & Pasco, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Ann Beck
(Name of Contact Person)

Heart Gallery of Pinellas & Pasco, Inc.
(Firm/ Company)

3074 Ashland Terrace
(Address)

Clearwater, FL 33761
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ann E. Beck at (727) 772-6267
(Name of Contact Person) (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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAY -9 PM 2:33

THE Heart Gallery of Pinellas & Pasco, Inc.

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

(Document number of corporation (if known))

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)**

Article III is amended - *See Attached*

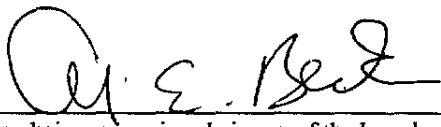
(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: May 6, 2006

Effective date if applicable: May 6, 2006
(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.

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.)

Ann E. Beck
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

**Articles of Incorporation
of
The Heart Gallery of Pinellas & Pasco, Inc.**

Article I The name of the organization is the Heart Gallery of Pinellas & Pasco, Inc.

Article II The principle place of business is:

13575 58th Street North, Suite 200
Clearwater, FL 33760

Article III The Heart Gallery of Pinellas & Pasco is a charitable organization whose purpose is to aid foster children in Pinellas and Pasco counties.

- a. Said 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 purpose 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 (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 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 IV The officers are elected at an annual meeting of the corporation. The directors are appointed as deemed necessary by the officers.

Article V The initial officers of the organization are as follows:

Ann E. Beck	President	3074 Ashland Terrace, Clearwater, FL 33761
Gina L. Folk	VP	13667 Heron Circle, Clearwater, FL 33762
Heidi Akers	Sec/Treasurer	7851 Oliver Road, Seminole, FL 33777

Article VI The registered agent of the corporation is:

Heidi Akers
7851 Oliver Road
Seminole, FL 33777

Article VII The name and address of the incorporator is:

Ann E. Beck
3074 Ashland Terrace
Clearwater, FL 33761

Article VIII Additional provisions:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts or liabilities shall be distributed to The Sarasota YMCA, the lead agency for foster care in Pinellas and Pasco counties, or its successor for foster care in these counties.