

NO6000000 3408

FAKTURA PROJEKTS, INC.
1250 NORTH RIVERSIDE DRIVE
POMPANO BEACH, FL 33062 US

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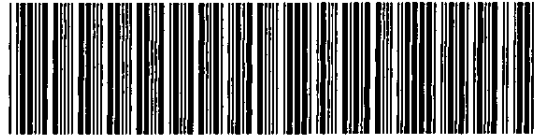
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT:

**FAKTURA PROJEKTS, INC.
(A Florida Not for Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

MANNER OF ADOPTION:

There are no members or members entitled to vote on the amendment.

These Articles of Amendment were adopted by the board of directors of said organization at a regular meeting with a quorum being present which was held on April 9, 2007. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

THE AMENDMENTS

The Articles of Incorporation of FAKTURA PROJEKTS, INC. are hereby amended as follows:

- 1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:**

**Article III
Corporate Purposes**

The purposes for which this corporation is formed are exclusively charitable, educational, and preventing cruelty to animals, and consist of the following:

- A. To provide relief to the poor, the distressed and the underprivileged by undertaking efforts and engaging in activities to create jobs, eliminate blight, and provide needed services.
- B. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
- C. To engage in educational activities.
- D. Prevention of cruelty to animals by rescuing stray animals, providing shelter, food, medicine and finding adoptive parents.
- E. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or preventing cruelty to animals purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- F. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others,

whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

G. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

H. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

G. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. The following additional Article is hereby added to the Articles of Incorporation. Article VII reads as follows:

**Article VII
501(c)(3) Limitations**

A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. EXCLUSIVITY: The Corporation is organized exclusively for purposes of charitable, educational, and to preventing cruelty to animals.

C. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's purposes of charitable, educational and preventing cruelty to animals. The property, assets, profits and net income of the Corporation are irrevocably dedicated to purposes of charitable, educational and preventing cruelty to animals, no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue

Code of 1986 to be used exclusively for purposes of charitable, educational and preventing cruelty to animals. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

i.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

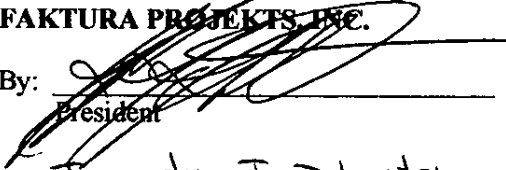
ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FAKTURA PROJEKTS, INC.

By: 

President

Date: April 8 2007

Jacquelyn J Johnston

Legibly Print Name