

ND80000003842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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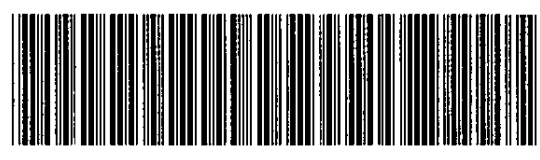
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
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Amend/CC
(1a, 3/16/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MYSTIC FORCE FOUNDATION, INC.

DOCUMENT NUMBER: N08000003842

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

Please return all correspondence concerning this matter to the following:

Atty. John K. Bartoz
(Name of Contact Person)

The Kingsbury Firm, LLC
(Firm/ Company)

200 S. Executive Dr, #101
(Address)

Brookfield, WI 53005
(City/ State and Zip Code)

For further information concerning this matter, please call:

John K. Bartosz at (414) 378-4419
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

MYSTIC FORCE FOUNDATION, INC.

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

N08000003842

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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Article III. Purposes., is hereby deleted in its entirety, and the following is hereby added in its place:

“Article III. Purposes, Activities, Restrictions and Dissolution.

A. Purposes and Activities.

1. The Corporation is a Nonprofit Corporation and is not organized for the private gain of any person. It is organized under the laws of the State of Florida for charitable purposes.

2. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. 501(c)(3). Such purposes may include, but are not limited to, promoting and advancing the science and art of medicine related to the study of pediatric cancer cells, including, but not limited to, neuroblastoma cells and related structures, supporting and enhancing education in neuroblastoma and other pediatric oncology fields, facilitating and improving prevention, diagnosis, and treatment of disorders affecting such cells and related structures, and doing and engaging in any and all activities that may be necessary or incidental to any or all of the foregoing purposes.

3. For such purposes and not otherwise, and subject always to the further provision of these Articles, the Corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, in trust, or otherwise, and to own, hold, manage, administer, and to make gifts, grants, and contributions of, and to expend, convey, transfer, and dispose of, any and all funds and property and the income therefrom in furtherance of the purposes of the Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation under the laws of the State of Florida. Provided, however, that the Corporation shall not carry on any activity not permitted to be carried on by an organization that is described in I.R.C. Sections 501(c)(3) and 509(a)(2) and is exempt from federal income taxes under I.R.C. Section 501(a) or by an organization that is described in, and contributions to which are deductible for federal income tax purposes under I.R.C. Section 170(c)(2).

B. Restrictions.

1. No dividends, liquidation, dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

3. The property of the Corporation is irrevocably dedicated to the charitable purposes set forth above in this Article III, and no part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3), or by a corporation contributions to which are deductible on under I.R.C. Section 170(c)(2).

5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

C. Dissolution.

Upon dissolution or winding up of the Corporation, and after the payment of all liabilities and obligations of the Corporation and all costs and expenses incurred by the Corporation in connection with such dissolution, and subject always to the further provisions of this Article III hereof, all remaining assets of the Corporation shall be distributed to and among such one or more organizations as are then exempt from federal income taxes under I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2), which have purposes substantially similar to those of the Corporation and which are not private foundations as defined in I.R.C. Section 509(a), or one or more units or agencies of federal, state or local government to be used exclusively for public purposes, all in such amounts or proportions as shall be determined by the Board of Directors of the Corporation, by the affirmative vote of at least a majority of the total number of Directors of the Corporation.

Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article III, (a) any assets then held by the Corporation in trust or upon condition or subject to an executory or special limitation, if the condition or limitation occurs by reason of the dissolution of the Corporation, shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, condition, or limitation; and (b) if the dissolution of the Corporation is required by the laws of the State of Florida then in existence to be conducted under court supervision, the dissolution of the Corporation shall be so conducted, and its assets not described in clause (a) of this sentence shall be transferred or conveyed to such one or more organizations described in the preceding sentence of this Article III as the court may determine.”

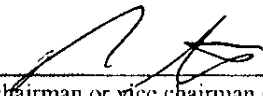
The date of each amendment(s) adoption: 3/6/09

Effective date if applicable: _____
(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(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3/6/09

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)

Dr. Steven Vanni
(Typed or printed name of person signing)

Chairman of the Board of Directors
(Title of person signing)