

1108000006714

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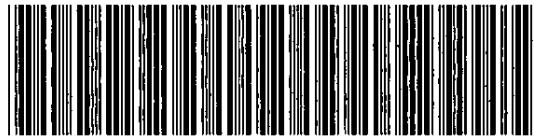
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Sabina Merlino Memorial Fund, Inc.

DOCUMENT NUMBER: N08000006714

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

Please return all correspondence concerning this matter to the following:

Mark Bryn, Esq.
(Name of Contact Person)

Sabina Merlino Memorial Fund, Inc.
(Firm/ Company)

2 South Biscayne Boulevard, Suite 2680
(Address)

Miami, Florida 33131
(City/ State and Zip Code)

For further information concerning this matter, please call:

Mark Bryn, Esq. at (305) 374-0501
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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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
2008 AUG -1 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sabina Merlino Memorial Fund, Inc.

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

N08000006714

(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)**

The Articles of Organization are being amended to comply with the requirements of a 501(c)(3) organization. Specifically:

Article III is amended in total to read:

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, but not limited to, for such purpose as making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.

Article III is amended in total to read:

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, but not limited to, for such purpose as making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code.

Article VIII is hereby added to read:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its member(s), trustee(s), officer(s) or other private person(s), 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) 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, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the Corporation.

Article IX is hereby added to read:

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purpose(s) within the meaning of section 501(c)(3) of the Internal Revenue Code, or any 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 in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations which are organized and operated exclusively for such purposes as said court shall determine.


The date of adoption of the amendment(s) was: July 22, 2008

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 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.)

Dr. Gary Merlino

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35