

N108000007759

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

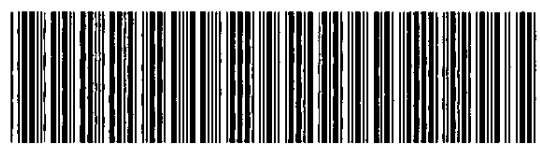
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[Signature]

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUN -3 PM 1:59

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MICRO GIVING FOUNDATION, INC

DOCUMENT NUMBER: NØ8ØØØØØ 7759

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

Please return all correspondence concerning this matter to the following:

MICHELLE FRAEDRICK

(Name of Contact Person)

MICRO GIVING FOUNDATION, INC

(Firm/ Company)

4020 THOR DRIVE

(Address)

BOYNTON BEACH, FL 33426

(City/ State and Zip Code)

jellin@vandelayindustries.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jason Ellin

(Name of Contact Person)

at (443) 921. 0535

(Area Code & Daytime Telephone Number)

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

\$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
2009 JUN -3 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICRO GIVING FOUNDATION, INC
(Name of Corporation as currently filed with the Florida Dept. of State)

N08000007759
(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.

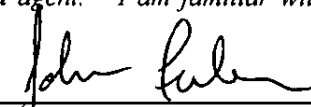
B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

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: JOHN FERBER (SAME AGENT)
4555 COQUINA ROAD
New Registered Office Address: (Florida street address)
BOYNTON BEACH, Florida 33435
(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

SCHEDULE A
TO
ARTICLES OF INCORPORATION OF
MICRO GIVING FOUNDATION, INC.

- A. The Corporation is organized as a non-profit corporation exclusively for such charitable purposes as will qualify it for exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to, the benefit of its directors or officers within the meaning of the prohibition contained in Section 501(c)(3) of the Code, 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 B hereof.
- B. The Corporation may engage in any lawful act or activity which may be permitted under Section 501(c)(3) of the Internal Revenue Code, provided such activity is also allowed under Chapter 617 of the State of Florida Corporations Not For Profit Statutes, each as now in force or hereafter amended.
- C. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for those purposes as shall at the time qualify as a tax exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United State Internal Revenue law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Superior Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as the Court shall determine which are organized and operated exclusively for such purposes.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or 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 this certificate, 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.

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- E. Pursuant to the Florida General Statutes, as amended, the Corporation shall operate under the management of its Board of Directors. Furthermore, the liability of the Directors to the Corporation shall be limited to the fullest extent permitted under the Florida General Statutes, now in effect or as amended. The Corporation shall have, at all times, at least three Directors, except that more Directorships may be provided by the Bylaws of the Corporation. The Board of Directors shall be a self-perpetuating Board of Directors. The Board of Directors shall initially be elected by the incorporators at the organizational meeting of the Corporation and thereafter by the Directors. The term of office of the initial Directors shall be for an indefinite period or until they resign or are removed in accordance with the provisions of the bylaws.
- F. *In effectuating the purposes for which the Corporation has been incorporated, it shall have all the powers and authorities provided to it by the laws of the State of Florida, provided such powers and authorities are not inconsistent with those held by Corporations exempt from taxation under Internal Revenue Code Section 501(c)(3).*
- G. The Corporation shall be authorized to acquire by gift, devise, bequest, lease, purchase or otherwise real and personal property therein, with or without restriction of use in accordance with the Corporation's purposes; to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association, corporation or other entity for the benefit solely of this Corporation. The Corporation shall not have or issue shares of stock or pay dividends. The Corporation shall not (1) distribute its income at such time and in such manner as to be subject to tax under the Code, or (2) engage in any act of self-dealing, retain any excess business holdings, invest any amount in such manner as to jeopardize the carrying out of its exempt purposes, or make any taxable expenditures, including expenditures for lobbying activities, as these terms are defined in the Code.

The date of each amendment(s) adoption: June 1, 2009.

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 6/1/09

Signature John Ferber

(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)

JOHN FERBER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)