

N 1000000 4497

ROBERT F MAHONEY, P.A., CPA
7777 GLADES ROAD, SUITE 209
BOCA RATON, FL 33434

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

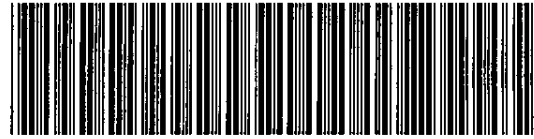
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11 JAN 10 AM 10:05
FILED

Amend.
01-13-11
DC

December 29, 2010

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: DEBT EDUCATION FOUNDATION, INC.

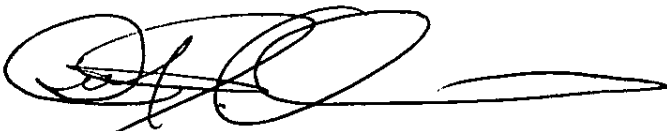
Dear Sirs:

Enclosed are the Articles of Incorporation (one original and one copy) as well as a check in the amount of \$35. If you need any additional information please call Bob Mahoney at 561-451-9990.

Please return to:

Robert F. Mahoney, P.A.
7777 Glades Road, Suite 209
Boca Raton, Florida, 33434

Cordially,

A handwritten signature in black ink, appearing to read "Bert R. Oliver", with a long horizontal flourish extending to the right.

Bert R. Oliver
President

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RECEIVED BY [unclear]
DATE [unclear]
[unclear]

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

DEBT EDUCATION FOUNDATION, INC.

FILED
11 JAN 10 AM 10:05
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE OF AMENDMENT NO. I

The name of this corporation is DEBT EDUCATION FOUNDATION, INC.

ARTICLE OF AMENDMENT NO. II

The following Amendment to the Articles of Incorporation are hereby adopted and approved by a resolution approved by the Board of Directors on December 29, 2010. Members are not entitled to vote on the amendments.

ARTICLE OF AMENDMENT NO. III

The Amendments to the Articles of Incorporation are as follows:

ARTICLE X
PRIVATE FOUNDATION

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

1. Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;
2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code), or the corresponding section of any future federal tax code, which would give rise to any liability for the tax imposed by 4941(a) of the Code;
3. The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4945(c) of the Code), or the corresponding section of any future federal tax code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code), or the corresponding section of any future federal tax code, and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code;

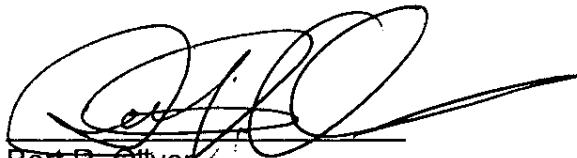
ARTICLES OF AMENDMENT TO THE
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DEBT EDUCATION FOUNDATION, INC.

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5. The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code), or the corresponding section of any future federal tax code, which would give rise to any liability for the tax imposed by Section 4945(a) if the Code; and

6. The corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and its Treasury Regulations as they now exist or as they may hereafter be amended and (ii) by an organization whose contributions to which are deductible under Section 170 of the Code and Treasury Regulations as they now exist or as may be hereafter amended.

Dated this 29 day of December, 2010



Bert R. Oliver
President