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Amend.
08-01-11
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Caylee'sFund Foundation, Inc.

DOCUMENT NUMBER: N11000006878

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

Please return all correspondence concerning this matter to the following:

Mark Lippman
(Name of Contact Person)

Caylee'sFund Foundation, Inc.
(Firm/ Company)

255 S. Orange Avenue, Suite 720
(Address)

Orlando, FL 32801
(City/ State and Zip Code)

lippmanlaw@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark Lippman at (407) 648-4213
(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:

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| <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
Caylee's Fund Foundation, Inc.
N11000006878**

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TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not-For-Profit corporation adopts the following amendments to its Articles of Incorporation.

- A. Article III is deleted in its entirety and the following substituted in place thereof:

Article III

The purpose for which the Corporation is organized is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; including, without limitation, advocating for grandparents' rights with regard to grandchildren and assisting grandparents of missing, neglected, or exploited grandchildren.

- B. Articles VII and VIII are added and shall provide as follows:

Article VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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, 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 these articles, 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, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

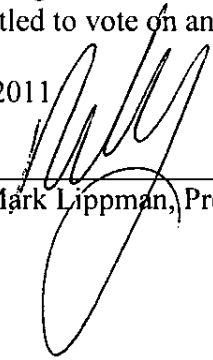
Article VIII

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

C. These amendments were adopted by the directors on July 19, 2011, and are effective upon filing with the Florida Division of Corporations. There are no members of the Corporation entitled to vote on an amendment to the Articles of Incorporation.

Dated: July 25, 2011

Signature: _____


Mark Lippman, President