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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Special Needs Outreach, Inc.
800 South Dillard Street
Winter Garden, Florida 34787

October 29, 1999
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/01/99--01119--004
*****35.00 *****35.00

Attached please find an amendment to our corporate articles. Please file for us and send evidence of acceptance. Thank you in advance.



J. Steven Girvin
Treasurer
(407) 656-6611

Amend

V. SHEPARD NOV 12 1999

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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Special Needs Outreach, Inc.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article XI- Dedication and Distribution of Assets

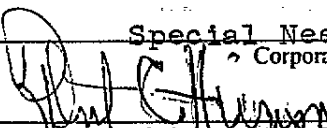
The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt as organizations described in sections 501 (C) (3) and 170 (C) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public use.

SECOND: The date of adoption of the amendment(s) was: Oct. 10, 1999

THIRD: Adoption of Amendment (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.

Special Needs Outreach, Inc.
Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

Robert C. Hinson
Typed or printed name

President
Title

Oct. 12, 1999
Date