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ESTABLISHED IN 1977 BY THE FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

November 6, 2001

Mr. Jay Kassees Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

400004712024--7 -12/06/01--01064--004 *****35.00 *****35.00

RE: Florida CPA Political Action Committee-South, Inc. – Amended By-Laws and Articles of Incorporation

Dear Mr. Kassees:

Per the attached the letter dated July 9, 2001, please find copies of the Waiver of Notice, Minutes, Amended By-Laws and Articles of Amendment for the Florida CPA Political Action Committee-South, Inc.

Please contact me at (850) 224-2727 ext 201, if you have any questions.

Sincerely,

Jennifer Jankowski Green

Director of Governmental Affairs

JJG/kn

Enclosure

Amendment Spayne 12/6/01

Rotund



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 3, 2001

Jennifer Jankowski Green Florida CPA Polital Action Committee P.O. Box 5437 Tallahassee, FL 32314

SUBJECT: FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC.

Ref. Number: N0100003062

We have received your document for FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne Senior Section Administrator

Letter Number: 301A00063742

ARTICLES OF AMENDMENT FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC. FINE TALLAHAGES OF STALLAHAGES OF STALLAHAGES

FILED 01 DEC -5 PM 3: 30

State of Florida To: Department of State Tallahassee, FL 32399

IN ACCORDANCE WITH Section 617.1006, Florida Statutes, the undersigned corporation, FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC., pursuant to a resolution adopted by its board of directors, adopts the following amendment to its Articles of Incorporation filed on May 1, 2001. The text of Article III as amended is set forth below. There were no other changes to the Articles.

ARTICLE III Purposes

The purposes of the corporation is to engage in activities relating to the support of candidates for public office in the State of Florida and to influence or attempt to influence the selection, nomination or election of individuals to public office in the State of Florida. The corporation is organized to be a not-for-profit corporation, and may engage only in activities that may be carried on by a corporation exempt from Federal income taxes under Section 527 of the Internal Revenue Code or any section of any statute adopted in succession thereof. By way of explanation, and not limitation, these activities include:

- 1. accepting membership dues from members:
- 2. accepting contributions from members and non-members;
- 3. sponsoring, participating in and conducting fundraisers for the purpose of raising money to support or oppose candidates for public office in the State of Florida;
- 4. making contributions to candidates for elected public office with statewide jurisdiction in the State of Florida; and
- 5. making contributions to state committees of national political parties.

The amendment described above was adopted pursuant to Section 617.1002, Florida Statutes, i.e., because there are no members entitled to vote on the amendments, the amendments were adopted by resolution at a meeting of the Board of Directors on September 12, 2001, by a unanimous vote of the directors then in office.

DATED this 12th day of September, 2001.

FLORIDA CPA POLITICAL ACTION COMMITTEE-SOUTH, INC.

By: Lloyd A. Turman lts: Secretary/Treasurer

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