

NO8000004088

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TALLAHASSEE, FLORIDA

Amend

QC

SEP 25 2008

BRASHEAR, MARSH, KURDZIEL & McCARTY PL

C o u n s e l o r s A t L a w

926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140
TELEPHONE: 352/336-0800
FACSIMILE: 352/336-0505
NFLALAW.COM

BRUCE BRASHEAR, JD
LARRY D. MARSH, JD, LL.M.*
REBEKAH M. KURDZIEL, JD, LL.M.
JAMES H. "MAC" McCARTY, IR., JD, MBA

*Florida Bar Board Certified Tax Lawyer

September 19, 2008

Amendment Section
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Gentle Carousel, Inc.
Document Number N08000004088

To Whom It May Concern:

Please find the original and one (1) copy of the Articles of Amendment to and Restatement of Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$43.75 representing the following:

Filing Fee	\$ 35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Amendment, please certify the enclosed copy and return it to this office using the enclosed self-addressed, stamped envelope.

Sincerely,
BRASHEAR, MARSH,
KURDZIEL & McCARTY, PL



Sam Julien, Legal Assistant

cc: Jorge Garcia-Bengochea

Enclosures

**ARTICLES OF AMENDMENT TO
AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
GENTLE CAROUSEL INCORPORATED**
(a corporation not for profit)

Gentle Carousel Incorporated, a Florida not for profit corporation, by unanimous approval of its board of directors, hereby amends and restates its Articles of Incorporation by deleting each and every provision thereof, and by substituting the following:

**ARTICLE I
Corporate Name**

The name of this corporation is: Gentle Carousel Incorporated.

**ARTICLE II
Purposes**

This is a corporation not-for-profit organized exclusively for public charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

**ARTICLE III
Duration**

This corporation shall exist perpetually from and after the date on which the Articles of Incorporation were first filed with the Department of State, unless sooner dissolved voluntarily or by law.

**ARTICLE IV
Management of Corporate Affairs**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors, and the method of their election, shall be as set forth in the Bylaws of the corporation.

**ARTICLE V
Registered Agent and Office**

The street address of the initial registered office is 19020 South US Highway 441, High Springs, Florida 32643, and the name of the initial registered agent at such address is Jorge Garcia-Bengochea.

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ARTICLE VI
Membership

The corporation shall have no members.

ARTICLE VII
Amendment of the Articles of Incorporation

Amendments to these Articles of Incorporation may be made by a two-thirds (2/3) majority vote of the Board of Directors at any meeting called for that purpose.

ARTICLE VIII
Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes as set forth above, 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.

ARTICLE IX
Earnings and Activities of Corporation

(a) 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 II hereof.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal Tax Code) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal Tax Code.)

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X
Distribution of Assets

In the event of dissolution or other termination of the corporation, the corporation's assets shall be distributed to another charitable organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code that serves similar charitable purposes to those served by this corporation, as selected by the corporation's Board of Directors or by a court of competent jurisdiction.

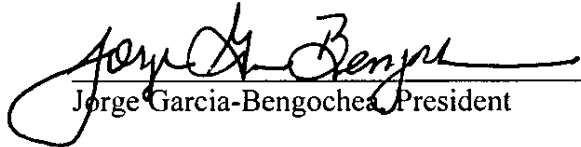
ARTICLE XI
Initial Board of Directors

The names and residence addresses of the members of the initial Board of Directors of the corporation are:

Jorge Garcia-Bengochea	19020 South U.S. Highway 441 High Springs, FL 32643
Debbie Garcia-Bengochea	19020 South U.S. Highway 441 High Springs, FL 32643
Kevin Bzoch	5502 SW 88th Court Gainesville, FL 32643
Ann Bzoch	5502 SW 88th Court Gainesville, FL 32643
Sally Anfinzen	16016 NW 78th Avenue Alachua, FL 32615

The foregoing amendments were approved by unanimous vote of the corporation's Board of Directors on September 19, 2008, *there are no members.*

The undersigned President of the corporation has executed these Articles of Amendment to Articles of Incorporation this 19th day of September, 2008.



Jorge Garcia-Bengochea, President

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19 day of Sept, 2008, by Jorge Garcia-Bengochea, as President of Gentle Carousel Incorporated, who is personally known to me or has produced Fla. Dr. License as identification.

NOTARY PUBLIC:

Sign: [Signature]

Print: _____

State of Florida At Large
(Seal)

My Commission Expires: _____

Title/Rank: _____

Commission Number _____



Carrie Prescott Fagan
Commission # DD382361
Expires January 10, 2009
Bonded Troy Fain - Insurance, Inc. 800-385-7019