

**PARALYZED VETERANS OF AMERICA
FLORIDA GULF COAST**

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715638

March 17, 1997

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

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*****35.00 *****35.00

Dear Sir/Madam:

Enclosed, please find the necessary documents to amend the Articles of Incorporation for the Florida Gulf Coast Chapter of the Paralyzed Veterans of America. I have also enclosed a check for \$35 to cover the cost of filing our amendments.

Thank you for your assistance in this manner.

Sincerely,

Angus A. Farnum
Angus A. Farnum
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 AM 9:24

Amend

JLL MAR 26 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 AM 9:26

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
FLORIDA GULF COAST PARALYZED VETERANS ASSOCIATION, INC.**

The Florida Gulf Coast Paralyzed Veterans Association, hereby adopts the following amendment for the purpose of amending their Articles of Incorporation:

AMENDMENT #1 - Amend current ARTICLE II with the following language:

A. The Corporation is organized and will be operated exclusively for charitable and educational purposes. More specifically, the purposes of the Corporation shall include, but not be limited to:

(a) To aid and assist in every way veterans of the Armed Forces of the United States who have suffered injuries or diseases of the spinal cord.

(b) To publicize the needs of such veterans through every means and channel available in order to effectuate the fulfillment of such needs as far as possible.

(c) To promote the full participation of the spinal cord injured or diseased into society by carrying out educational programs and by acquainting the public with their needs and problems and by aiding and assisting such constituent associations which may be organized for the same purposes.

(d) To advocate and foster thorough and continuing medical research in the fields connected with injuries and diseases of the spinal cord, including research in neurosurgery, genitourinary, orthopedics, and prosthetic appliances.

(e) To advocate and foster a comprehensive and effective reconditioning program for its members, as well as all paraplegics, to include a thorough physical reconditioning program; physiotherapy; competent walking instructions; an active sports program; adequate guidance, both vocational and educational; academic and vocational education, both in hospitals and educational institutions; psychological orientations and readjustment to family and friends, and functional and diversional occupational therapy.

(f) To cooperate with other Corporations and groups engaged in similar activities with a view toward carrying out the purposes described herein above in the most effective manner.

B. In furtherance of these purposes, the Corporation shall have all powers granted to a corporation under Florida law and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501 (c)(3). All references to sections in these Articles refer to the Internal Revenue Code of 1986, as amended, or to comparable or corresponding provisions of subsequent United States internal revenue laws.

C. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to any Director, employee or any other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable

amounts. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by section 501(h)) in a manner or to an extent which would disqualify the Corporation for tax exemption under section 501(c)(3). The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including publishing or distributing statements).

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3), or (b) a corporation, contributions to which are deductible under section 170(c)(2).

E. The Corporation shall seek sources of support and operate in such manner as will enable it to qualify as an organization that is not a private foundation within the meaning of section 509(a). However, for any period for which the Corporation may be a private foundation as defined in section 509(a), the Corporation shall be subject to the following restrictions and prohibitions:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942.
2. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d).
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c).
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944.
5. The Corporation shall not make any taxable expenditures as defined in section 4945(d).

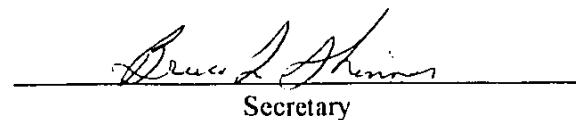
AMENDMENT #2 - Add ARTICLE IX called "DISSOLUTION" which includes the following language:

A. In the event of the dissolution or final liquidation of the Corporation:

1. None of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.
2. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefor, all the business, assets and properties of the corporation shall be distributed to Paralyzed Veterans of America.

These amendments were duly adopted by act of the voting members on January 14, 1997. A quorum was present at the meeting, and that the amendments received at least two-thirds of the votes which the members present were entitled to cast.


President


Secretary