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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
G. Coulllette JAN 27 2006

JULIAN K. DOMINICK, JR.

ATTORNEY AT LAW

421 NORTH FERNCREEK AVENUE

ORLANDO, FLORIDA 32803

TELEPHONE (407) 895-8502

FAX (407) 895-3819

January 23, 2006

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Kiwanis Club of Orlando Foundation, Inc.

Dear Sir:

Enclosed are Articles of Amendment to Articles of Incorporation of The Kiwanis Club of Orlando Foundation, Inc. along with a check in the amount of \$43.75 to cover the filing fee and a certified copy.

Please file this document and return a certified copy of same to me in the enclosed stamped envelope.

Many thanks.

Very truly yours,



JULIAN K. DOMINICK, JR.

JKDjr:md
Enclosures

FILED

2006 JAN 25 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
OF
AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE KIWANIS CLUB OF ORLANDO FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

The Board of Directors of THE KIWANIS CLUB OF ORLANDO FOUNDATION, INC., after ratification of the majority vote of those present at a special meeting of the membership called for the purpose of amending the Articles of Incorporation duly held on December 16, 2005, at which a quorum was present, hereby adopts the following amendments to the Articles of Incorporation of THE KIWANIS CLUB OF ORLANDO FOUNDATION, INC.:

1. ARTICLE VI is hereby amended to state as follows:

ARTICLE VI - MEMBERSHIP

Membership in this Foundation shall be as provided in the By-Laws of this Foundation.

2. ARTICLE VIII (A) is hereby amended to state as follows:

ARTICLE VIII - OFFICERS

(A) The Board of Directors shall elect from its membership a President, one or more Vice-Presidents, a Secretary and a Treasurer. Any person may hold two or more offices except that the President may not also be the Secretary. No person holding two or more offices shall sign any instrument in the capacity of more than one office.

3. ARTICLE IX (A) is hereby amended to state as follows:

ARTICLE IX - BOARD OF DIRECTORS

(A) The members of the Board of Directors and the method of the election of Directors shall be as provided in the By-Laws of this Foundation.

4. ARTICLE X (B) is hereby amended to state as follows:

ARTICLE X - BY-LAWS

(B) The By-Laws may be amended, altered, or rescinded by a majority vote of the members present at any regular meeting or at any special meeting called for that purpose, at which a quorum is present.

5. ARTICLE XIII (A) is hereby amended to state as follows:

ARTICLE XIII - MEETINGS


(A) There shall be an annual meeting of the members of the Foundation, to be held by October 31 of each year at a time and place to be determined by the Board of Directors. Notice of such meeting shall be given to the members in such manner as the Board of Directors shall determine.

All of the remaining provisions of the Articles of Incorporation of THE KIWANIS CLUB OF ORLANDO FOUNDATION, INC. are hereby reaffirmed.

The above amendments were adopted by the members on December 16, 2005, and the number of votes cast for the amendments was sufficient for approval.

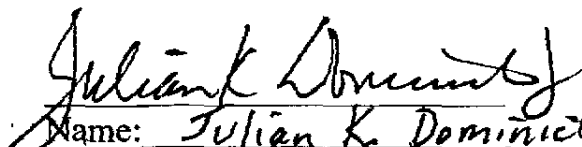
Executed this 20 day of January, 2006.


STEVEN KIRBY
President and Director


ELIZABETH RIZZO
Secretary and Director

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING INSTRUMENT was acknowledged before me
this 20 day of January, 2006, by STEVEN KIRBY and ELIZABETH
RIZZO, President and Director and Secretary and Director, respectively, of
THE KIWANIS CLUB OF ORLANDO FOUNDATION, INC., a Florida
corporation not for profit, on behalf of the corporation. They are personally
known to me or have produced drivers licenses as identification.


Name: Julian K. Dominick, Jr.
Notary Public

My Commission Expires:

