

NO0000000884

MATHIS LAW FIRM, P. A.

ATTORNEYS AND COUNSELORS AT LAW

300 South Orange Avenue, Suite 1500  
Orlando, Florida 32801

Post Office Box 3827  
Orlando, Florida 32802-3827

Telephone Number (407) 244-1187

Facsimile Number (407) 843-4315

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 25 AM 8:55

September 19, 2000

Secretary of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399  
Telephone: (850) 487-6052

100003401151--9  
-09/21/00--01097--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: ARTICLES OF AMENDMENT FOR:  
MONTSHO BOOKFAIRS ECT., INC.

Dear Sir or Madam:

I have enclosed the original executed Articles of Amendment for the above referenced Corporation, and a copy, together with \$35.00 to cover the filing fees, in Firm Check Number 8139. Please file the enclosed original Articles of Amendment and stamp the copy with the filed date stamp. Please return the filed date stamped copy to my office in the return self-addressed stamped envelope that is enclosed for your convenience.

Thank you in advance for your immediate attention to this matter. If you have any questions or need further information please do not hesitate to contact me or Malcia Leonard at (407) 244-1187.

Very truly yours,

  
JACINTA M. MATHIS, ESQUIRE

JMM/ml

Enclosures

Amend & N/C

V. SHEPARD OCT 30 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 2, 2000

JACINTA M. MATHIS, ESQ.  
POST OFFICE BOX 3827  
ORLANDO, FL 32802-3827

SUBJECT: MONTSHO BOOKFAIRS ETC, INC.  
Ref. Number: N00000000884

We have received your document for MONTSHO BOOKFAIRS ETC, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 600A00052092

# MATHIS LAW FIRM, P. A.

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300 South Orange Avenue, Suite 1500  
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October 23, 2000

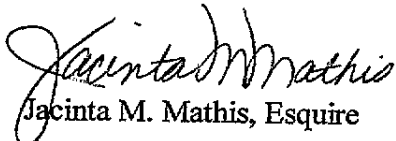
Ms. Velma Shepard  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Montsho Bookfairs Etc., Inc.

Dear Ms. Shepard:

I have enclosed the corrected Articles of Amendment for Montsho Bookfairs Etc., Inc., that properly show that the Articles of Amendment were approved by the Voting Members of the Corporation. Please stamp the enclosed copy of the corrected Articles of Amendment as filed and return in the enclosed, self-addressed, stamped envelope provided. Thank you for your attention to this matter. If you have any questions or need any additional information, please contact me at (407) 244-1187.

Very truly yours,

  
Jacinta M. Mathis, Esquire

JMM/ml

Enclosures

Rec'd 10/25  
DOC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 25 AM 8:55

**ARTICLES OF AMENDMENT**  
**TO THE ARTICLES OF INCORPORATION**  
**OF**

**MONTSHO BOOKFAIRS ETC., INC.**

Pursuant to the provisions of Section 617.1006 Florida Statutes, the MONTSHO BOOKFAIRS ETC. INC., ("Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

1. ARTICLE I is hereby amended to read as follows:

The name of this Florida Not for Profit is MONTSHO FOUNDATION INC., ("Corporation").

2. ARTICLE VIII is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE VIII**  
**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

3. ARTICLE IX is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE IX**  
**INITIAL REGISTERED AGENT**

The initial registered agent shall be Melva J. Perkins and the street address of the initial registered office of this Corporation is 2009 West Central Boulevard, Orlando, Florida 32805.

4. ARTICLE X is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE X  
MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

5. ARTICLE XI is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE XI  
MEMBER QUORUM AND VOTING**

A majority of the Voting Members shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members.

6. ARTICLE XII is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE XII  
INFORMAL ACTION OF DIRECTORS**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

7. ARTICLE XIII is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE XIII  
THE BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

8. ARTICLE XIV is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE XIV  
AMENDMENT TO ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges

conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless the Corporation adopts more specific provisions for amendments.

9. ARTICLE XV is hereby added to the Articles of Incorporation and shall read as follows:

#### **ARTICLE XV LIMITATION OF ACTIONS**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed, shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 Four.

10. ARTICLE XVI is hereby added to the Articles of Incorporation and shall read as follows:

#### **ARTICLE XVI NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

11. ARTICLE XVII is hereby added to the Articles of Incorporation and shall read as follows:

**ARTICLE XVII**  
**HEADING AND CAPTIONS**

The Heading and Captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the Headings or Captions.

These Articles of Amendment were adopted September 16, 2000 and the number of votes cast for the amendment was sufficient for approval by the Board of Directors of the Corporation and the Voting Members of the Corporation.

The undersigned President of the Corporation has executed these Articles of Amendment in a manner and form sufficient to bind the Corporation this 16th day of September, 2000.

  
\_\_\_\_\_  
MELVA J. PERKINS  
MONTSHO FOUNDATION, INC.