

N00000001880

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
THOMAS J. GILLIAM, JR.
PAUL W. GROOM II
CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
JASON R. MOSLEY
LL.M. in Taxation
ROBERT C. PALMER, III
Board Certified Civil Trial Lawyer
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
JOHN B. TRAWICK
TIFFANY T. WOODWARD
Also Licensed In Alabama
SUSAN A. WOOLF

JASON R. MOSLEY

TELEPHONE • (850) 434-2411 ext. 105
FACSIMILE • (850) 435-1074
E-MAIL • jmosley@shellfleming.com

OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING
M. J. MENGE

ROLLIN D. DAVIS, JR.
(1932-2002)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

July 26, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

900006041419--1
-06/26/02--01043--012
*****43.75 *****43.75

Re: Vietnamese Community of Pensacola, Inc. a Non Profit Corporation

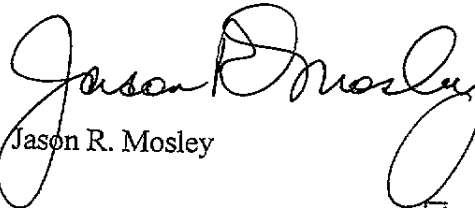
Gentlemen:

Please find enclosed the original and one copy of the Articles of Amendment corrected per your July 2, 2002 letter, a copy of which is enclosed. If they meet with your approval, please file the original and return a copy certified for our records.

Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE


Jason R. Mosley

cc/Amynd @
7/30/02

RECEIVED
02 JUL 29 AM 9:03
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
OF
VIETNAMESE COMMUNITY OF PENSACOLA, INC. A NON PROFIT CORPORATION**

FILED
02 JUL 29 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V of the Articles of Incorporation of VIETNAMESE COMMUNITY OF PENSACOLA, INC. A NON PROFIT CORPORATION is hereby amended to read:

ARTICLE V - PURPOSE

The corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article VIII of the Articles of Incorporation of VIETNAMESE COMMUNITY OF PENSACOLA, INC. A NON PROFIT CORPORATION is added to read:

ARTICLE VIII – LIMITATION OF ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

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

Article IX of the Articles of Incorporation of VIETNAMESE COMMUNITY OF PENSACOLA, INC. A NON PROFIT CORPORATION is added to read:


ARTICLE IX – DISSOLUTION

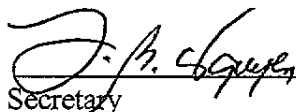
Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose.

There are no members entitled to vote on these Articles of Amendment.

These Articles of Amendment were unanimously approved by the board of directors of the corporation in its Minutes of Action dated 6/20/02.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 23 day of JULY, 2002.

UUONG-V. GIAL 
President

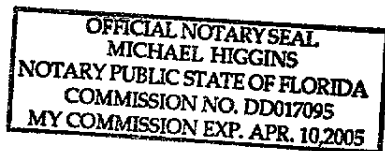
 Trung B. Nguyen
Secretary

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared GIAU VAN KUONG, known to me to be the person who executed the foregoing Articles of Amendment and known to me to be the President and TRUNG BA NGUYEN, known to me to be the person who executed the foregoing Articles of Amendment and known to me to be the Secretary of VIETNAMESE COMMUNITY OF PENSACOLA, INC. A NON PROFIT CORPORATION, and that they acknowledged before me that they executed these Articles of Amendment.

(SEAL)



Michael Higgins
NOTARY PUBLIC
My Commission Expires: 4-10-05