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FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
00 JUN 15 PM 2: 14

June, 2000

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

800003291678
-06/15/00--01087--003
*****35.00 *****35.00

Re: Philippine American Ladies of MacDill, Inc.

Sirs/Mesdames:

On behalf of the above-named entity, I enclose, for filing, in duplicate, its articles of amendment to articles incorporation, together with a check for \$35.00 as filing fee.

Should you have any questions in connection with this filing, please let me know. Thank you.

Sincerely,



Roberto R. Ruelo

Enclosures

cc: Elena Leones Miller, PALM President (w/ encls.)

Amend.

V. SHEPARD JUN 21 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 JUN 15 PM 2:14

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

PHILIPPINE AMERICAN LADIES OF MACDILL, INC.

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

PLEASE SEE ATTACHMENT

SECOND: The date of adoption of the amendment(s) was: February 16, 2000

THIRD: Adoption of Amendment (check one)

The amendment(s) was(were) adopted by members and the number of votes cast for the amendment was sufficient for approval

There are no members or members entitled to vote on the amendment.
 The amendment(s) was(were) adopted by the board of directors.

PHILIPPINE AMERICAN LADIES OF MACDILL, INC.

Corporation Name

Elena Leones Miller
Signature of Chairman, Vice Chairman, President or other officer

ELENA LEONES MILLER

Typed or printed name

President

Title

June 15, 2000
Date

**AMENDED ARTICLES OF INCORPORATION
OF THE
PHILIPPINE AMERICAN LADIES OF MACDILL, INC.**

ARTICLE III. PURPOSE(S)

PURPOSE: The Corporation is organized exclusively to promote the Filipino-American culture through community service and projects or exclusively for religious, educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

INUREMENT OF INCOME: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) 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 United States Internal Revenue Law).

DISSOLUTION CLAUSE: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. NONSTOCK BASIS

The Corporation is organized upon a nonstock basis as defined in Section 617.011, Florida Statutes. The Corporation shall have a membership distinct from the Board of Directors. The qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, and their rights and privileges shall be as regulated in the Bylaws.

ARTICLE IX. GOVERNING BODY

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The term of office of the directors shall be as stated in the Bylaws of the Association. The number of directors of the Corporation shall not be less than three (3); provided, however, that such number may be increased or decreased from time to time but may never be less than three.

ARTICLE X. OFFICERS

The qualifications, manner of election or appointment, and tenure of office of the officers of the Corporation shall be as stated in the Bylaws of the Corporation.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees or agents in those cases as now or hereafter provided in Section 607.0834, Florida Statutes.

ARTICLE XII. BYLAWS

The Bylaws of the Corporation shall be adopted or amended by a resolution of the Board of Directors.

ARTICLE XIII. AMENDMENTS TO ARTICLES

Amendments to these Articles of Corporation may be proposed by a resolution adopted by the Board of Directors and approved by a majority vote of the general membership of the Corporation.