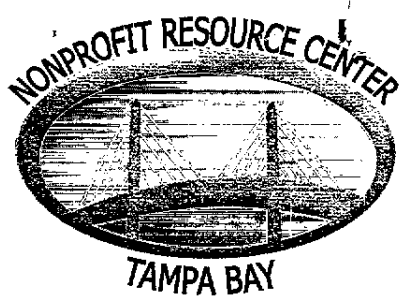


N 00000003660



*Our Mission:*  
"To provide an umbrella of services and resources to area nonprofit organizations, their employees and volunteers."

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

800004193688-3  
-05/10/01--01097-017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: ARTICLES OF AMENDMENT/NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC.

Dear Division of Corporations:

Enclosed for filing are the original Articles of Amendment to the Articles of Incorporation for the above-referenced not-for-profit corporation, together with a photocopy of the executed Amendment and a check for \$43.75 in payment of the filing fee (\$35.00) and the fee for a certified copy (\$8.75).

Please return a certified copy of the Articles of Amendment to:

Mr. Donald J. Tabone, Chairman  
Nonprofit Resource Center of Tampa Bay, Inc.  
4137 Saltwater Blvd.  
Tampa, Fl 33615

Please call me at 813 249-7615 if you have any questions regarding this matter.

Thank you for you assistance.

Sincerely,  
*Donald J. Tabone*

Donald J. Tabone, Chairman

DJT/p

Encl.

FILED  
01 MAY 10 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

T. LEWIS MAY 17 2001

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC.**

FILED  
01 MAY 10 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002 and Section 617.1006 of the Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Subsection 1 of Article 2 is amended to read as follows:  
*“(1) To strengthen the capacity of people working and volunteering in the nonprofit sector to serve their communities in West Central Florida (the “Community”) by providing resources that may not otherwise be available.”*
2. Article 8 is amended to read as follows:  
*“The officers of the Corporation shall be a chairman, one or more vice-chairmen, a secretary and a treasurer, and such other officers as the Board of Directors may designate by resolution.”*
3. Article 10 is amended to add the following proviso at the end of the article:  
*“provided, however, the voting Members of the Corporation must also approve any amendment of a Bylaws provision which changes the minimum or maximum number of directors; increases or extends the terms of directors; changes the quorum for Members’ meetings; authorizes the Board to fill a vacancy created by the removal of a directors by the Members, or authorizes cumulative voting.”*
4. Article 11 is amended to read as follows:  
*“Amendments to the Articles of Incorporation shall be proposed by the Board of Directors and approved by those Members of the Corporation that are authorized to vote for directors in accordance with the Bylaws (“Voting Members”). The number of Voting Members necessary to approve such amendments shall be a simple majority of those present at any regular or special meeting called for such purpose (at which a quorum is present) or a simple majority of the Voting Members who return ballots in compliance with the procedures for membership action by written ballot prescribed by the Bylaws.”*

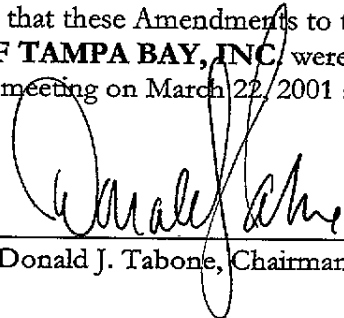
The date of adoption of these amendments was March 22, 2001.

These amendments were adopted by a unanimous vote of the Board of Directors.

There are no members entitled to vote on these amendments.

**CERTIFICATION**

I, Donald J. Tabone, Chairman, hereby certify that these Amendments to the Articles of Incorporation of **NONPROFIT RESOURCE CENTER OF TAMPA BAY, INC.** were duly adopted by the Board of Directors of the Corporation at its duly called meeting on March 22, 2001 at which a quorum was present and voting throughout.

  
\_\_\_\_\_  
Donald J. Tabone, Chairman