

N0000000004183

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FILED  
00 SEP 14 AM 8:48  
TALLAHASSEE, FLORIDA

Tuesday, August 29, 2000

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
(850) 487-6052

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-09/14/00--01042--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: ARTICLES OF AMENDMENT, Covenant Kid's Manor Inc., N00000004183

Dear Sirs/Madam:

Enclosed are (2) two originals of the Articles of Amendment of Covenant Kid's Manor Inc. . for filling purposes pursuant to the provisions of section 617.1006, Florida Statutes.

**Also enclosed is a check for \$ 35.00 to cover filing fees.**

Please send a stamped copy of the Articles of Amendment to the undersigned at the above address.

Thank you for your prompt attention.

ATTACH CHECK OR MONEY ORDER HERE

Amend  
9-26-00  
ms

Respectfully,



Guy Garman  
1-877-501-2300

Enclosures (4)

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

**FILED**  
00 SEP 14 AM 8:48  
TALLAHASSEE, FLORIDA

**Covenant Kid's Manor Inc.**

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

amendment adopted

**ARTICLE XIV ADDED**

**PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

**ARTICLE XV ADDED**

**PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE XVI - INDEMNIFICATION ADDED**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

The date of adoption of the admenment was: DATE: 9-7-00  
(TODAYS DATE)

On motion and by unanimous vote by the board of directors, the preceeding articles of amendment of Covenant Kid's Manor Inc. were adopted. There are no members or members entitled to vote on the admenment.

Covenant Kid's Manor Inc.

Patricia L. Wesley

Patricia L. Wesley  
Secretary