

N00000005144

S. David Sheffman, J.D., LL.B.

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January 11, 2001

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

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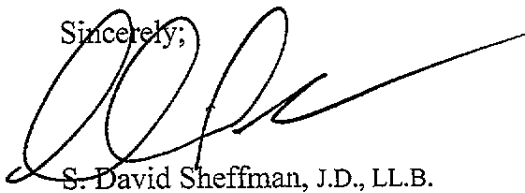
Re: Amendment to Articles of Incorporation for Miami Beach Education Foundation, Inc.
Original Articles filed on August 2, 2000

To Whom it May Concern:

Enclosed please find an original and one copy of an Amendment to Articles of Incorporation for Miami Beach Education Foundation, Inc. Also enclosed is my check for \$43.75. Please return a Certified Copy of the enclosed amendment in the enclosed self-addressed and stamped envelope.

If you have any questions or comments, please contact me.

Sincerely;



S. David Sheffman, J.D., LL.B.

FILED
01 JAN 25 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JAN 25 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 18, 2001

S. DAVID SHEFFMAN, J.D., LL.B.
1111 LINCOLN ROAD, #802
MIAMI BEACH, FL 33139

SUBJECT: MIAMI BEACH EDUCATION FOUNDATION, INC.
Ref. Number: N00000005144

We have received your document for MIAMI BEACH EDUCATION FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR 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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 601A00002814

S. David Sheffman, J.D., LL.B.

Attorney/Mediator
1111 Lincoln Rd., #802
Miami Beach, Fla. 33139

Phone (305) 868-0727
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January 23, 2001

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

Re: Amendment to Articles of Incorporation for Miami Beach Education Foundation, Inc.
Original Articles filed on August 2, 2000
Ref. Number N00000005144

To Whom it May Concern:

Enclosed please find an original and one copy of an Amendment to Articles of Incorporation for Miami Beach Education Foundation, Inc. with the requested language added on the first page. I also enclose a copy of the Corporate Resolution authorizing the amendment. Please return a Certified Copy of the enclosed amendment once it is filed. If you would like copies of the Board minutes authorizing this amendment, please contact me and I will be happy to provide it.

If you have any questions or comments, please contact me.

Sincerely,



S. David Sheffman, J.D., LL.B.

AMENDMENT TO ARTICLES OF INCORPORATION¹

FOR

MIAMI BEACH EDUCATION FOUNDATION, INC.
a Florida not-for-profit corporation

FILED
01 JAN 25 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, pursuant to the provisions of Chapter 617 of the Florida Statutes and for the purpose of amending its Articles of Incorporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations not-for-profit do set forth the following amendment to its Articles of Incorporation:

ARTICLE V
POWERS & LIMITATIONS OF POWERS

Section 2. Limitations of Powers. Notwithstanding any powers of this corporation through its Articles of Incorporation, By-laws, or the laws of the State of Florida, the following limitations of powers shall apply:

b. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) **(3)** of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

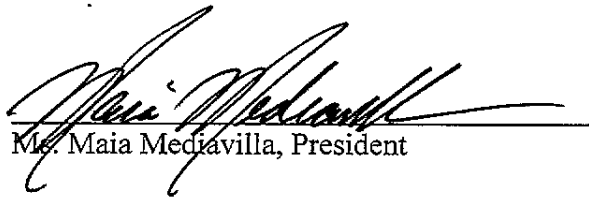
c. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501 (c) **(3)** of the Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

d. No substantial part of the activities of the Corporation shall be the carrying of of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participat in or intervene in any political campaign on behalf of, or in opposition tom, any candidate for public office.

(Note: the amended language is underlined and made bold.)

¹ This amendment was adopted by the members on January 11, 2001 and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, we, the undersigned, being the President and Secretary have hereunto set our hands and seals for the purpose of forming this amending the Articles of Incorporation under the Laws of the State of Florida , this 11 day of January, 2001.


Ms. Maia Mediavilla, President


Ms. Maria Ruiz, Secretary