

NO10000001555

Requestor's Name
1320 E. Tennessee St. #306
Address
Tallahassee, FL 32308 #608-5822
City/State/Zip Phone #

FILED
02 AUG 28 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Kids Against Crime Online, Inc. NO10000001555
(Corporation Name) (Document #) Amend
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

102
8/28/02

**ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
Of**

02 AUG 28 AM 10:23
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIDS AGAINST CRIME ONLINE, INC.

Document Number of Corporation: N01000001555

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation (Kids Against Crime Online, Inc., hereinafter referred to as "the Corporation") adopts the following articles of amendment to its articles of incorporation.

FIRST: Article I (Name / Duration) is amended, adding the following sentence at the end of the first paragraph.

"The term of existence of the Corporation shall be perpetual. The corporate existence of the Corporation commenced on the filing of the initial Articles of Incorporation by the Department of State."

SECOND: Article II (Principal Office/ Mailing Address) is amended, deleting the existing language and inserting the following:

"The principle place of business and mailing address of the corporation will be 1350 East Tennessee Street, # 306, Tallahasee, FL 32308."

THIRD: Article III (Nonprofit Purpose) is amended, deleting the existing language and inserting the following:

"Said corporation is organized exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code 1986, as amended (or corresponding section of any future Federal tax code) and include: to promote public awareness concerning the need for protection of children and citizens against Online crime; to work with individuals, communities, schools, and others in development of educational planning and prevention of Online crime; and to educate children, students, parents, adults, teachers, and others, concerning the need for the protection of children Online, and measures that may be implemented to mitigate against and/or to report Online crime, making the Internet a fun and safe place for children, and assist in the prevention of Online crime. To these ends, the corporation shall be authorized to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein,

without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest; reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the By-Laws of the Corporation; or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not For Profit Corporations act. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 617.0302 of the Not For Profit Corporation Act of Florida.”

FOURTH: Article IV (Manner of Election of Directors) deleting the existing language and inserting the following:

“The affairs of this corporation shall be managed by a governing board called the Board of Directors. The initial Board of Directors / Officers shall be as elected by the Incorporator. Thereafter, the directors of the Corporation shall be elected in the manner, and at the times, set forth in the By-Laws of the corporation. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under, the direction of a Board of Directors comprised of not less than three (3), nor more than five (5), members. The Board of Directors may select such committees or an Executive Director as the Board of Directors deems necessary and in accordance with the By-Laws of the corporation.”

FIFTH: Article VIII (By-Laws) is added, inserting the following language:

“The By-Laws of the corporation may be made, altered or rescinded from time to time at any regular meeting of the Board of Directors of the corporation upon a two-thirds (2/3) vote of the directors present and voting, provided that written notice of any proposed amendment has been given to the directors not later than the previous meeting of the Board of Directors, and provided further that no change shall be made which will adversely affect this corporation’s tax-exempt status.”

SIXTH: Article IX (Amendment to Articles of Incorporation) is added, inserting the following language:

“These Articles of Incorporation may be amended from time to time at any regular meeting of the Board of Directors of the corporation upon a two-thirds (2/3) vote of the directors present and voting, provided that written notice of each proposed amendment has been given to the directors not later than the previous meeting of the Board of Directors.”

SEVENTH: Article X: (Officers) is added, inserting the following language:

“The officers of the corporation shall be those officers as selected by the Board of Directors as shall be provided in the By-Laws of the corporation and shall perform such duties as shall be provided in the By-Laws of the corporation.”

EIGHTH: Article XI: (Waivers) is added, inserting the following language:

“Notwithstanding the provisions set forth in Articles VIII and IX, above, the Board of Directors may take any and all lawful actions, including amendments to the Articles of Incorporation and the By-Laws, without a meeting, if the action is taken by all members of the Board of Directors consistent with Section 617.0821, Florida Statutes (‘1999); and nothing in these articles shall preclude waivers of any notice of meetings consistent with Sections 617.0822 and 617.0823, Florida Statutes (‘1999).”

NINETH: Article XII (Scope of Activity) is added, inserting the following language:

“The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.”

TENTH: Article XIII (Powers and Authority / Prohibited Activities) is added, inserting the following language:

“The corporation shall have all of those lawful powers and authorities as enumerated under Section 617.0302, Florida Statutes, and as such may be amended, except as may otherwise be specifically limited by these articles.”

“The Corporation is organized exclusively for educational and charitable purposes and has not been formed for pecuniary profit or financial gain. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its 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 of 1986, as amended (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 of 1986, as amended (or corresponding section of any future Federal tax code).”

ELEVENTH: Article XIV (Dissolution) is added, by inserting the following:

“Upon dissolution or other termination of this corporation the residual assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. educational, charitable, 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 a public purpose.”

“However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.).”

TWELTH: Article XV (Indemnification And Immunity) is added, by inserting the following:

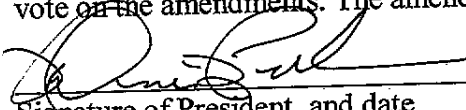
“The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under the Florida Not For Profit Act Corporation Act. “

THIRTEENTH: Article XVI (Membership) is added, by inserting the following:

“ The Corporation shall not have stock or members.”

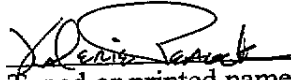
FOURTEENTH: The date of adoption of the amendments was: August 27, '2002.

FIFTEENTH: Adoption of Amendment: There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.



Signature of President, and date

August 27, '2002



Typed or printed name