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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 APR 30 AM 10:12

As of 8/07
Dennis



Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Attached you will find two copies of the Amendment to the Articles of Incorporation for Putnam Council on Aging, Inc. and a \$35.00 processing fee. Please process accordingly, and notify me if there is any additional information that you need.

Thank you,

Chadwick S. Hagan

2007 APR 30 AM 10:12

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
PUTNAM COUNCIL ON AGING, INC.
(A Florida Not-For-Profit Corporation)**

The directors of this corporation, by unanimous consent, do hereby agree to the amendment of the Articles of Incorporation as and for the reasons that follow:

1. There are no members entitled to vote on the amendment of the Articles of Incorporation.
2. Subsection 2(a) of ARTICLE IV is hereby amended to read as follows:

"All the activities carried on by this corporation shall be carried on within the United States of America."
3. Subsection 2(b) of ARTICLE IV is hereby deleted and the following paragraph shall be added in its place:

"No part of the net earnings of this corporation shall inure to the benefit of any private member or individual or to the benefit of any member, director or officer of this corporation, except that the foregoing restriction shall not prohibit the payment of compensation at market rates to members, directors or officers who perform services for the corporation."
4. The foregoing changes constitute the amendments to the Articles of Incorporation authorized by and set forth in this Amendment to Articles of Incorporation which were adopted by the Board of Directors on April 25, 2007.

I HEREBY CERTIFY that the above amendments were approved by unanimous consent of the current directors of this corporation on April 25, 2007.


Mary Lu Flory, President and Secretary

WRITTEN CONSENT OF DIRECTORS OF
PUTNAM COUNCIL ON AGING, INC.

The undersigned, being all of the directors of Putnam Council on Aging, Inc., a Florida not-for-profit corporation (the "Company"), do hereby waive any and all requirements for notice of the time and place, and any special purposes, of a meeting of the Board of Directors of the Corporation, do hereby agree and consent, pursuant to the By-Laws of the Corporation and the applicable provisions of the Florida law, to the adoption of, and hereby do adopt, the following resolutions and the actions specified therein:

RESOLVED, that the officers of the Corporation are hereby authorized to file an amendment to the Corporation's Articles of Incorporation to amend Subsection 2(a) of ARTICLE IV is to read as follows:

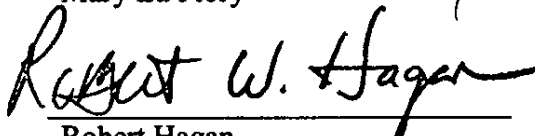
"All the activities carried on by this corporation shall be carried on within the United States of America."

RESOLVED, that the officers of the Corporation are hereby authorized to file an amendment to the Corporation's Articles of Incorporation to amend Subsection 2(b) of ARTICLE IV is to read as follows:

"No part of the net earnings of this corporation shall inure to the benefit of any private member or individual or to the benefit of any member, director or officer of this corporation, except that the foregoing restriction shall not prohibit the payment of compensation at market rates to members, directors or officers who perform services for the corporation."

IN WITNESS WHEREOF, we have duly executed this Written Consent in order to give our written consent hereto to the above-referenced transaction resolved as of the 25th day of April, 2007, notwithstanding the actual date of signing.


Mary Lu Flory


Robert Hagan


Wendell Phillips