

No1000006481

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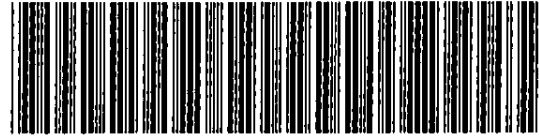
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Sobersolution, Inc., a Florida non profit corporation

**DOCUMENT NUMBER:** N01000006481

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leonard O. Townsend, Esq.  
(Name of Contact Person)

Hughes Hubbard & Reed LLP  
(Firm/ Company)

200 South Biscayne Boulevard, Suite 2500  
(Address)

Miami, Florida 33131  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Leonard O. Townsend, Esq. at (305) 373-5676  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |  |
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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of<br>Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee &<br>Certificate of<br>Status Certified<br>Copy (Additional<br>copy is enclosed) |
|--|--|---|--|

**Mailing Address**  
Amendment Section  
Division of  
Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32314

**Articles of Amendment  
to  
Articles of Incorporation  
of  
SOBERSOLUTION, INC.**

(Name of corporation as currently filed with the Florida Dept. of State)

**DOCUMENT NUMBER: N01000006481**  
(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendments to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing): N/A**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

- (1) **Modifications to Article II (place of business and mailing address).** The text of Article II is deleted in its entirety and replaced with the following:

“Registered Office; Principal Office

The registered office and the principal office of the Corporation is Sobersolution, Inc., c/o The Solution News, 2014 South Federal Highway, Suite B-102, Boynton Beach, Florida 33435.

The Corporation may change its registered agent or, provided it is located within the State of Florida, the location of its registered office, or both, from time to time without amendment of these Articles.”

- (2) **Modification to Article III (Purpose).** The text of Article III is deleted in its entirety and replaced with the following:

“Purpose

The Corporation upon a majority vote of its Members (as such term is defined in the By-Laws) is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, for such purposes, the making of distributions to organizations that are described in Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

The Corporation is formed for the purpose of planning, soliciting articles for, printing, advertising, publishing, and distributing, educational

periodicals or other documents (in various media now or hereafter available) focusing on the needs of individuals or groups either currently involved with, or recovering from, various addictions to, dependencies on, or abuse of (among other things), alcohol, drugs, chemicals and other substances, nicotine, gambling, sex, eating, and spending.

The Corporation may engage in any and all other charitable activities within the meaning of Section 501(c)(3) of the Code and may engage in any and all lawful activities incidental to the foregoing purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from Federal income taxation as a corporation qualified under Section 501(c)(3) of the Code, or cause it to lose such exempt status.”

- (3) **Modification to Article IV (election of Directors).** The text of Article IV is modified to read as follows:

“Board of Directors

The composition of and the manner in which the members of the Board of Directors are to be elected or appointed shall be as provided for in the By-Laws of the Corporation (the “By-Laws”).”

- (4) **Modification to Article V (Registered Agent).** The text of Article V is modified to read as follows:

“Initial Registered Agent; Address

The name and Florida street address of the initial registered agent is:

David G. Fine  
2014 South Federal Highway  
Suite B-102  
Boynton Beach, Florida 33435”

- (5) **Relocation of Article VI (Incorporator).** The text of Article VI is moved to Article XI and a new Article VI is inserted as follows:

“Net Earnings

The Corporation is not formed for pecuniary profit or for financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III of these Articles. 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 Code, or the 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 Code, or the corresponding section of any future federal tax code.

In any taxable year in which the Corporation should become a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.”

- (6) **New Article VII (Term; Dissolution of the Corporation).** A new Article VII is added as follows:

“Term; Dissolution of the Corporation

The Corporation shall exist in perpetuity unless sooner dissolved according to law; provided, however, that if the Corporation is dissolved, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.”

- (7) **New Article VIII (Powers).** A new Article VIII is added as follows:

“Powers

The Corporation shall have all of the powers and privileges granted to not for profit corporations under the law pursuant to which this Corporation is chartered, and all of the powers and privileges that may be granted to the Corporation or exercised by it under any other applicable law of the State of Florida.”

- (8) **New Article IX (Membership).** A new Article IX is added as follows:

“Membership

The By-Laws shall provide for the manner of appointment and termination of membership in the Corporation, the transferability of membership; and the rights, duties and obligations of the Members of the Corporation.”

- (9) **New Article X (Indemnification).** A new Article X is added as follows:

“Indemnification

Every Director and every officer of the Corporation (each, an “Indemnified Party”) shall be indemnified, held harmless, and defended by the Corporation against all expenses and liabilities, including attorney’s fees reasonably incurred by or imposed upon any Indemnified Party in connection with or related to any proceeding to which such Indemnified Party may be a party, or in which such Indemnified Party may become involved, by reason of such Indemnified Party’s being or having been a Director or officer of the Corporation, whether or not such Indemnified Party is a Director or an officer at the time such expenses are incurred, except in such cases when a Director or officer of the Corporation is adjudged guilty of gross negligence or willful or intentional misfeasance or malfeasance in the performance of their duties toward the Corporation. Provided, however, that in the event of any claim for reimbursement of indemnification hereunder based on a settlement by an Indemnified Party seeking such reimbursement or indemnification, the indemnification set forth in this Article X shall only apply if a majority of the Directors duly approve such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Indemnified Party may be entitled.”

- (10) **Relocated Article XI (Incorporator).** The text of Article VI is relocated to Article XI and is modified as follows:

“Incorporator

The name and address of the sole incorporator is:

Robert M. Krakow  
151 Brighton D  
Century Village  
Boca Raton, Florida 33434

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A): **N/A**

The date of each amendment(s) adoption: **May 11, 2008**

Effective date if applicable: **N/A**

(no more than 90 days after amendment file date)

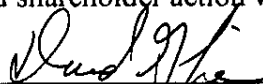
**Adoption of Amendment(s) (CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*  
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_." (voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required (**per Section 617.0821 of the Florida Not For Profit Corporation Act, the amendments were adopted by the board of directors pursuant to a written consent in lieu of a meeting signed by all directors of the corporation**).

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature: 

Name: David G. Fine

Title: Director and President

**FILING FEE: \$ 43.75 .00**