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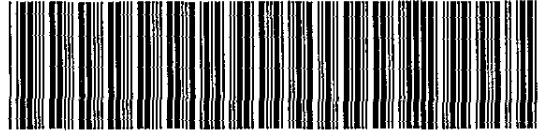
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DIVISION OF CORPORATIONS

C. Oulliette DEC 10 2002



ACCOUNT NO. : 072100000032
REFERENCE : 847531 4378530
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 35.00

ORDER DATE : December 9, 2002
ORDER TIME : 10:01 AM
ORDER NO. : 847531-005
CUSTOMER NO: 4378530
CUSTOMER: Mr. Leo Spandorf
Leo Spandorf
50 Charles Lindbergh Blvd.
Mitchel Field, NY 11553

DOMESTIC AMENDMENT FILING

NAME: DAVID WILKES FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

DAVID WILKES FOUNDATION, INC.
(present name)

(Document Number of Corporation (if known))

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.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

SEE ARTICLES ATTACHED

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SECOND: The date of adoption of the amendment(s) was: October 23, 2002

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

FOURTH: As amended hereinable, all the other Articles set forth in the original Articles of Incorporation filed with the Secretary of State of Florida and approved on October 1, 2001 are reaffirmed in full and together with the amended Article III

David Wilkes
Signature of Chairman, Vice Chairman, President or other officer

constitute the
restated Article
of Incorporation

David WILKES
Typed or printed name

PRESIDENT

Title

Nov 29, 2002

Date

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DAVID WILKES FOUNDATION, INC.

ARTICLE III: Purpose is hereby amended in its entirety and restated to read as follows:

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of the 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 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 the corporations exempt purposes.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

E. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

F. 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 organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

G. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The corporation will not engage in any act of self-dealings as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

K. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.