

N 01000007045

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April 18, 2002

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

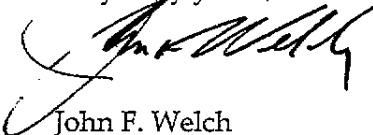
RE: Amendment to Non-Profit Corporation - Servant's Heart, Inc.

Gentlemen:

Enclosed herewith please find an Amendment signed by a majority of the Board of Directors evidencing an Amendment to the Articles of Incorporation of the above-referenced non-profit corporation. Also enclosed is the fee of \$35.00 for this Amendment or articles of correction.

Please forward a copy to my office of the filed Amendment once it has been processed.

Very truly yours,


John F. Welch

JFW:lak
Enclosures

FILED
02 APR 29 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-04/29/02--01053--013
*****35.00 *****35.00

Christ Welch GIVE
AUTHORIZATION BY PHONE TO
CORRECT *date of adoption*
DATE *5/3/02*
DCC. EXAM *[Signature]*

Amend -
BS 5/3/02

**ARTICLES OF AMENDMENT
NON-PROFIT CORPORATION
OF
SERVANT'S HEART, INC.**

FILED

02 APR 29 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is: **SERVANT'S HEART, INC.**

ARTICLE II.

DURATION

This corporation shall have a perpetual existence.

ARTICLE III.

INITIAL REGISTERED OFFICE AND AGENT

The street address of initial principal office and the mailing address of this corporation is 880 Franklin Street, Altamonte Springs, Florida 32701. The name of the initial Registered Agent at that address is Linda Wolbert, who by signing these Articles of Incorporation does hereby agree in writing to accept the appointment as Registered Agent as required by Florida Statute 617.0501 for the non-profit corporation SERVANT'S HEART, INC.

ARTICLE IV.

PURPOSE

The purpose or purposes for which this corporation is organized is to provide food, housing and clothing for the children of Tegucigalpa, Honduras, and all other activities permitted by the laws of the State of Florida.

It is the further intention of the incorporators and directors hereof that the non-profit corporation, known as SERVANT'S HEART, INC., meet the organizational test

for exemption under Section 501(c)(3), and the Articles herein are amended to include the following provisions:

- a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the "Purpose" clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which is deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

ARTICLE V.

ELECTION OF DIRECTORS

The method by which directors of this non-profit corporation are elected are to be stated in the corporate by-laws.

ARTICLE VI.

POWERS

This non-profit corporation shall have any and all powers which are allowed a non-profit corporation under Florida Statute Section 617.0302 of the Florida Statutes.

ARTICLE VII.

INCORPORATORS

The name and address of each incorporator of this corporation is:

Gavin Welch	2000 Killarney Drive Winter Park, FL 32789
Nicole Welch	2000 Killarney Drive Winter Park, FL 32789

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The corporation shall have seven (7) initial directors:

Gavin Welch	2000 Killarney Drive Winter Park, FL 32789
Nicole Welch	2000 Killarney Drive Winter Park, FL 32789
Alan Lawson	5519 Gross Ct. Orlando, FL 32810
Julie Lawson	5519 Gross Ct. Orlando, FL 32810

Jim Wolbert 880 Franklin Street
Altamonte Springs, FL 32701

Linda Wolbert 880 Franklin Street
Altamonte Springs, FL 32701


Michele Zebucavec 1258 Maximillion Street
Deltona, FL 32725

IN WITNESS WHEREOF, the undersigned majority of the above-named initial Board of Directors herein have approved of this Amendment, this 18 day of April, 2002, and affixed their signatures hereinafter.

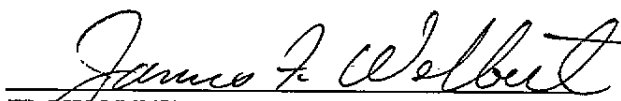
The undersigned Directors further certify that there are no members entitled to vote on a proposed Amendment, and that approval consequently is unnecessary in that the Amendment herein to Article IV containing language attempting to gain favorable status with the IRS regarding qualified charitable organizations is the only Amendment to the previously filed Articles of Incorporation. The date signified herein above is the date of the adoption of the Amendment to the Articles of Incorporation by the undersigned Board of Directors.


GAVIN WELCH


NICOLE WELCH


ALAN LAWSON


JULIE LAWSON


JIM WOLBERT


LINDA WOLBERT