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August 12, 2002

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

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-08/19/02--01053--021
*****43.75 *****43.75

SUBJECT: New River Media Foundation, Inc.

Dear Sirs:

Enclosed are an original and one copy of the articles of amendment and a check for \$43.75 (filing fee and certified copy).

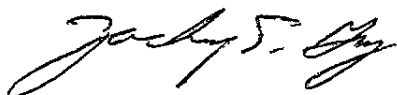
Once filed, please return the certified copy of the articles to:

Gibbs Law Firm, P. A.
5666 Seminole Boulevard
Suite 2
Seminole, FL 33772

If you have any further questions, please contact our office at (727) 399-8300.

Sincerely,

GIBBS LAW FIRM, P. A.



Zachary S. Gray

FILED
02 AUG 19 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. Lewis 8/22/02

**Articles of Amendment
of
New River Media Foundation, Inc.**

FILED
02 AUG 19 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes sections 617.1006, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

Article III is hereby amended as follows:

- (A) The corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law.
- (B) No part of the net earnings of the corporation shall inure to the benefit of or be distributable 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 tax-exempt purposes of the corporation.
- (C) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (D) 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.
- (E) The corporation shall have a racially nondiscriminatory policy and therefore shall not discriminate on the basis of race, color, or national or ethnic origin.
- (F) The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not

permitted to be carried on by an organization 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 by an organization, 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).

Article IV is hereby amended as follows:

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

SECOND: The date of adoption of the Amendment was 8/12/02.

THIRD: There are no members or members entitled to vote. The amendments were adopted by at least a majority vote of the board of directors.

In Witness Whereof, the undersigned, being the officers of the corporation authorized to execute these Amended Articles of Incorporation which have been adopted by the members of the corporation, do so this 12TH DAY OF AUGUST, 2002


Kendra P. Warhurst, President


James Kolenda, Secretary