

ND20000000490

**ZELLER & ASSOCIATES, L.L.C.**

Ronald J. Zeller, Esq.

ESPERANTE' BUILDING

222 LAKEVIEW AVENUE, SUITE 260

James J. Cooney, Esq. (1938-2000)

WEST PALM BEACH, FLORIDA 33401

Of Counsel:

TELEPHONE : (561) 802-4480

TELEFAX: (561) 802-4387

A. Faxon Henderson, Esq.

Richard H. Olsen, Esq.

April 26, 2002

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

500005368675--9

-04/29/02--01071--008

\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Gold Kids, Inc.**

Dear

Enclosed for filing please find an original and one copy of the First Amendment to the Articles of Incorporation of Gold Kids, Inc. along with a check in the amount of \$35.00 for the filing fee.

Should you have any questions, please contact the undersigned at the above number. Thank you!

Sincerely,



Ronald J. Zeller, Esq.

RJZ:stz

w/Enclosure

cc: Gold Kids, Inc.

FILED  
02 MAY 29 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

sf  
Amend  
5/29/02

Rej -  
ND02-490



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 7, 2002

RONALD J ZELLER, ESQ.  
222 LAKEVIEW AVE, SUITE 260  
WEST PALM BEACH, FL 33401

SUBJECT: GOLD KIDS INC.  
Ref. Number: N02000000490

We have received your document for GOLD KIDS INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith  
Corporate Specialist

Letter Number: 502A00028563

**ZELLER & ASSOCIATES, L.L.C.**

Ronald J. Zeller, Esq.

James J. Cooney, Esq. (1938-2000)

Of Counsel:

A. Faxon Henderson, Esq.

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ESPERANTE' BUILDING  
222 LAKEVIEW DRIVE, SUITE 260  
WEST PALM BEACH, FLORIDA 33401  
TELEPHONE : (561) 802-4480  
TELEFAX: (561) 802-4387

May 14, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
**ATTN: Pamela Smith, Corporate Specialist**

Dear Ms. Smith:

I am returning the enclosed Articles of Amendment for filing with your office. They have been revised per your letter of May 7, 2002, copy enclosed.

Please note that these Amendments are by the original incorporator as this Corporation has not yet had its organizational meeting. The Amendments made are required to comply with the requirements of the Internal Revenue Service so as to qualify this Corporation, upon application with that Agency, as an exempt organization. Since there are no members as yet, nor is there a Board of Directors, the only person that can effect the Amendments made is the original incorporator, consistent with Florida corporation law.

Should you have any further question, please contact the undersigned at the above listed number. Otherwise, please return one date stamped copy for our file. Thank you!

Sincerely,



Ronald J. Zeller, Esq.

RJZ:stz

w/Enclosure

RECEIVED  
02 MAY 16 AM 10:43  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GOLD KIDS INC.**

**FILED  
02 MAY 29 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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.

**ARTICLE III is hereby amended to read as follows:**

The purpose of the non-profit corporation, shall be to operate exclusively for educational and leadership purposes and to provide instruction and training of at risk children and other individuals for the purpose of improving and developing their capabilities in dealing with and/or understanding themselves, society, and their opportunities therein; to provide instruction to the public on subjects useful to the public and beneficial to the community; to encourage community service; to conduct research and development and conduct studies for the benefit of at risk children and programs addressing the needs thereof. This corporation is organized exclusively for educational purposes, including, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE VII is hereby added to the Articles of Incorporation which Article VII shall read as follows:**

This corporation is organized as a non-profit corporation; it will not have or issue shares of stock. 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 to make payments and distributions in furtherance of the purposes set forth in Articles II and IV hereof. No substantial part of the activities of this 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 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 Internal Revenue code of 1954 (or the corresponding provisions 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE VIII is hereby added to the Articles of Incorporation which Article VIII shall read as follows:**

In the event of the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court (or such court succeeding to its authority) of the County in which the principal office of the corporation is then located, exclusively to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

To do any and all and every other thing necessary or proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any Amendment thereto, or necessary, incidental to, or desirable for the attainment of the objects set forth herein, so long as the same shall not involve carrying on any activity 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IX is hereby added to the Articles of Incorporation which Article IX shall read as follows:**

The foregoing statement of purposes shall be construed as a statement of purposes and powers, and shall be liberally construed in aid of the powers of this corporation, and the enumeration of specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to, and not in limitation to said general powers. The corporation shall exercise all corporate powers of every kind whatsoever relative to the acquisition, use, disposition, whether by exchange, purchase, receipt of contributions, loans, lease, borrowing or by any other manner, of real and personal property, including without limitation all forms of real or personal property which may be used in or in connection with its lawful activities, and to exercise any and all other corporate powers authorized by the State of Florida, under the provisions of the Florida Statutes, governing corporations, and all other powers hereafter authorized by law, so long as the same are not inconsistent with the purposes set forth above, and so long as they shall not constitute 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 1954, (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE X is hereby added to the Articles of Incorporation which Article X shall read as follows:**

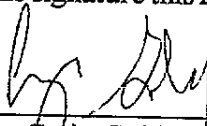
Membership in this non-profit corporation shall be open, without discrimination as to race, color, creed, religion, sex, nationality, or place or period of residence or domicile, to all persons, 18 years of age or older, who are interested in furthering and/or supporting the purposes of this corporation, and whose application for membership is approved in accordance with the requirements and procedures determined by the Board of Trustees. The Board of Trustees shall determine what membership fees and annual dues, if any, shall be charged for membership and shall further determine what rights and privileges, consistent with the purposes of this corporation, shall be extended to members.

The By-Laws of the corporation shall contain provisions for the suspension or expulsion or members whose conduct or activities are deemed inimical to the interests or purposes of this corporation.

**ARTICLE XI is hereby added to the Articles of Incorporation which Article XI shall read as follows:**

This corporation shall have perpetual existence.

IN WITNESS WHEREOF, the Subscriber has affixed his signature this 26<sup>th</sup> day of April, 2002.



Craig Gold, Incorporator

There are no members or a board of directors.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Craig Gold who after being duly sworn, acknowledged that he executed the foregoing First Amendment to the Articles of Incorporation of Gold Kids, Inc., for the purpose therein expressed, this 26<sup>th</sup> day of April, 2002.

(SEAL)



By: Suzanne Therese Zeller  
Suzanne Therese Zeller, Notary Public  
My Commission Expires: September 9, 2005  
My Commission No.: DD 055654