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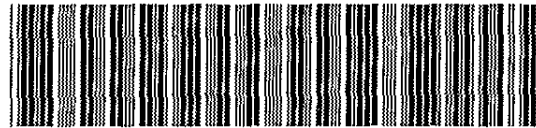
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March 3, 2003

Florida Department of State  
Division of Corporations  
AMENDMENT SECTION  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: FLORIDA PROSPECTS, INC.  
Document No.: N-02000002405  
Our File No.: 5037/001

Dear Sir:

Please find enclosed herewith for filing the original Articles of Amendment to the Articles of Incorporation, incident to the above non-profit corporation.

Further enclosed is my client's check made payable to the Florida Department of State, in the total amount of \$43.75 which represents the filing fee of \$35.00, and \$8.75 which represents the cost for a certified copy of the Articles of Amendment.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.  
**MARK G. TURNER**

MARK G. TURNER  
(Stamped in my absence to avoid delay)

MGT/djb

enclosures

cc: Kim Cherry

florida.inc\letter\fladept.amend nonprofit

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA PROSPECTS, INC.**

**Document #N-02000002405**

**FILED**  
**03 MAR -6 AM 8:05**  
**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.*

**FIRST:** Amendments adopted: Articles III and VI are hereby amended to read as follows:

**III. PURPOSES**

A. This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes.

B. This Corporation is organized exclusively for charitable and educational purposes, and for the purpose of fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and 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 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.

## **VL. POWERS**

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

B. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members or to individuals.

C. On the dissolution and winding up of this corporation, after paying or adequately providing for the debts, obligation and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for the purposes of this corporation as set forth in Article II of these Articles of Incorporation which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

D. The corporation shall 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 of 1954 or corresponding provisions of any later federal tax laws.

E. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 or any corresponding provisions of any later federal tax laws.

F. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or any corresponding provisions of any later federal tax laws.

G. The corporation shall not make any investments in such manner as to subject it to tax under Section 494 of the Internal Revenue Code of 1954, or any corresponding provisions of any

- later federal tax laws.


H. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any later federal tax laws.

**SECOND:** The date of the adoption of the amendments was: 02-26, 2003.

**THIRD:** Adoption of the Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**FLORIDA PROSPECTS, INC.**

02-26-03  
DATE

BY:   
KIM CHERRY, President