

NO20000004229

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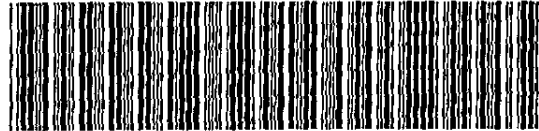
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## HUMPHRIES & BROOKS, LLC

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1025 Vermont Avenue, N. W.  
Suite 910  
Washington, D.C. 20005-3516

January 6, 2005

Department of State  
Division of Corporations  
Corporate Filings, Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

*Re: Teens on the Greens Foundation*  
*Via: First Class Mail*

Dear Sir or Madam:

On behalf of *Teens on the Greens Foundation, Inc.* we are pleased to submit the organization's original signed Article of Amendment to the Articles of Incorporation and an additional copy.

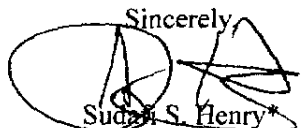
Pursuant to this submittal, we have enclosed a check in the amount of \$52.50 payable to the "Department of State". This check covers the \$35.00 Amendment filing fee, \$8.75 for a Certified Copy, and \$8.75 for a Certificate of Status.

Once the Amendment has been filed with the State, please forward all receipts, the Certified Copy, and the Certificate of Status and any other documentation concerning the Amendment to our office at the following address:

Humphries & Brooks, LLC  
1025 Vermont Avenue, NW  
Suite 910  
Washington, DC 20005

If you have any questions, we can be reached at (202) 347-7000.

Sincerely,

  
Derrick A. Humphries

Enclosures

\* Licensed in Maryland only, not in DC

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ARTICLES OF AMENDMENT  
To  
ARTICLES OF INCORPORATION  
Of

TEENS ON THE GREENS FOUNDATIONS, INC.  
Document N02000004229

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendments adopted:

Amendment to Article Three: The corporation is organized exclusively for educational, literary and charitable 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 of 1986, and to identify, investigate, research, define, assess and improve the communications core competencies in conjunction with the promotion of academic and scholastic excellence, including but not limited to, the minority, socially disadvantaged and economically under-served urban and rural communities through the use of golf, to receive donations and grants from any source and to invest the proceeds and/or expend such donations and/or the proceeds thereof for any of the purposes authorized by these Articles of Incorporation.

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, and other private individuals, or organizations organized and operated for a profit (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 as herein above stated). 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 be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. 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. Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on:

- (a) by any organization exempt from federal income taxation under section 501 (a) of the Internal Revenue Code, as an organization described in section 501 (c)(3) of such Code; or
- (b) by an organization, contributions to which are deductible under section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by the State of Florida Not For Profit Corporation Act not within the scope of this Article. Without limiting the generality of the foregoing, the corporation

shall have the power to sue and to be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

Amendment to Article Four: The manner of election or appointment of directors shall be provided in the Bylaws.

Amendment to Add Article Eight: The directors of the corporation shall have full authority, consistent with these Articles and the Bylaws of the corporation, to regulate the internal affairs of the corporation and to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3), or to a state or local government for a public purpose or to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or each of such organizations shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

(b) a nonprofit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organization shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.


Amendment to Add Article Nine: The corporation shall not have members.

Amendment to Add Article Ten: The corporation shall not be authorized to issue any capital stock.

**SECOND:** The date of adoption of the amendments was: ~~December 7, 2004~~

**THIRD:** Adoption of Amendments were made by the Board of Directors. There are no members or members entitled to vote on the amendments.

Signed this 1<sup>st</sup> day of December, 2004

  
Renauld E. Roker  
Chairman