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From:

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04 JUL -1 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BASIC AMENDMENT**

**SUNRAISE FUNDRAISING CONSULTANTS, INC.**

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AMEND NC  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SUNRAISE FUNDRAISING CONSULTANTS, INC.  
(N02000006192)**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the above undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendments adopted: Article I **NAME** is amended to state as follows:

The name of the Corporation shall be Sunraise Fundraising Companion, Inc., a Florida not-for-profit Corporation. The principle office of this Corporation is 627 Live Oak Lane, Weston, FL, 33327. The mailing address of this Corporation is 627 Live Oak Lane, Weston, FL, 33327.

Article II **PURPOSE OF CORPORATION** is amended to state as follows:

The purposes for which the Corporation is organized are exclusively, religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article VII **PROHIBITIONS** is added and states as follows:

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 Article Second hereof. No substantial part of the activities of the Corporation shall be carrying of the 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 in behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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.

Article VIII **LIABILITIES FOR DEBTS** is added and states as follows:

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

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Article IX **INDEMNIFICATION** is added and states as follows:

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees or agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advanced of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles on Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and agent shall include the heirs, estates, executors, administrators and personal representatives of such persons.

Article X **DISSOLUTION** is added and states as follows:

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the Federal state or local government for public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**SECOND:** The date of each amendment's adoption is June 20, 2004.

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FROM : Hackley & Serrone

FAX NO. : 954 389-4195

Jul. 01 2004 10:18AM P4

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**THIRD:** There are no members or members entitled to vote on the amendment.  
The amendments were adopted by the Board of Directors.

Signed this 30th day of June, 2004.

A handwritten signature in black ink, appearing to read 'Martine Jacquier', is written over a horizontal line.

Martine Jacquier  
Chairman of the Board of Directors

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