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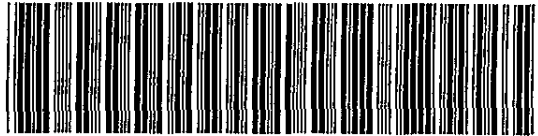
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**LAW OFFICE OF
CYNTHIA L. TENBERG, P.A.**

3170 North Federal Highway, Suite 100L
Lighthouse Point, Florida 33064
Telephone: (954) 784-6699
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August 6, 2003

Sent Via U.S. Mail

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment to the Articles of Incorporation for With Angels Wings, Inc.,
Document Number N02000009611.

To Division of Corporations:

The enclosed Articles of Amendment to the Articles of Incorporation for With Angles Wings, Inc., document number N02000009611, filed December 13, 2002 along with the appropriate fees are submitted for filing.

Enclosed is a check for \$43.75 which includes the filing fee of \$35.00 for the Articles of Amendment and \$8.75 for a Certified Copy of the Articles of Amendment for With Angels Wings, Inc.

The Certified Copy must show that the Articles of Amendment have been properly filed and approved by the Department of Corporations for the State of Florida.

Please forward the documents to address listed above as soon as possible. If you have any questions please do not hesitate to call. Thank you in advance for your assistance.

Sincerely,



Cynthia L. Tenberg, Esq.

Clt/nb

Check Enclosed

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
WITH ANGELS WINGS, INC.
DOCUMENT NUMBER - N02000009611**

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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 filed December 13, 2002.

FIRST: The following Amendments are adopted as Article VII, VIII, and IX, of the Articles of Incorporation of With Angels Wings, Inc.

Article VII

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of section 501(c)(3), 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, or corresponding section of any future federal tax code.

Article VIII

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IX

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

SECOND: The date of adoption of the Amendment(s) was August 5, 2003.

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

Joanne Colangelo, President, With Angels Wings, Inc.

Joanne Colangelo, President, With Angels Wings, Inc.

Dated this 5th day of August, 2003.