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BASIC AMENDMENT

HOLLYWOOD, FLORIDA SISTER CITIES INTERNATIONAL, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOLLYWOOD, FLORIDA SISTER CITIES INTERNATIONAL, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

In compliance with Florida Not For Profit Corporation Act, **HOLLYWOOD, FLORIDA SISTER CITIES INTERNATIONAL, INC.** (the "Corporation") hereby adopts the following Amendments to its Articles of Incorporation (the "Amendments"): 03 NOV 12 PM 3:19
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1. The name of this Corporation is **Hollywood, Florida Sister Cities International, Inc.**

2. The Corporation's Articles of Incorporation shall be amended as follows:

(a) "**Article III. Purpose**" shall be deleted in its entirety and a new article titled "**Article III. Purpose**" shall be inserted in its place and read, in its entirety, as follows:

The Corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c)(3). At all times consistent with the foregoing, the Corporation shall:

- (1) Encourage the people of the City of Hollywood and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as a part of the family of nations;
- (2) Foster, as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Hollywood and the people of similar cities of foreign nations;
- (3) Undertake activities and programs that will provide to one another appropriate aid, comfort and education and mutual understanding of culture and economics;
- (4) Participate as an organization in promoting, fostering and publicizing local, state and national programs of international cooperation; and
- (5) Act as a coordinating body, committee or agency among those organizations, groups and individuals desiring to engage, and engaging in, the activities of

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such international municipal cooperation
organizations.

(b) A new article titled "**Article VIII. Powers of the Corporation**" shall be inserted to read in its entirety as follows:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 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 provision of these Articles of Incorporation, 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(c) A new article titled "**Article IX. Dedication of Assets**" shall be inserted to read in its entirety as follows:

Upon dissolution of this Corporation, its 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.

3. The Corporation does not have any members, and the above Amendments to the Corporation's Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors of the Corporation dated November 6, 2003.

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IN WITNESS WHEREOF, the Corporation has caused the Articles of
Amendment to the Articles of Incorporation of Hollywood, Florida Sister Cities
International, Inc., a Florida not for profit corporation, to be executed as of November ____
6, 2003.

HOLLYWOOD, FLORIDA SISTER CITIES
INTERNATIONAL, INC.

By 
Name: Philip M. Caso, President

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UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF HOLLYWOOD, FLORIDA SISTER CITIES
INTERNATIONAL, INC.

The undersigned constituting all of the Directors of **HOLLYWOOD, FLORIDA SISTER CITIES INTERNATIONAL, INC.** (the "Corporation"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Not For Profit Corporation Act.


WHEREAS, the Corporation desires, and the undersigned believe it is in the best interests of the Corporation, to adopt the Articles of Amendment to the Articles of Incorporation of the Corporation attached hereto as Exhibit A (the "Articles of Amendment").


NOW THEREFORE, BE IT RESOLVED, that the proper officers of the Corporation, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents and certificates as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions, including, without limitation, filing the Articles of Amendment with the Florida Secretary of State. Additionally, all acts and doings of the officers and directors of the Corporation through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Corporation;

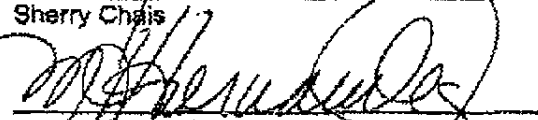
FURTHER RESOLVED, that this written consent may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and

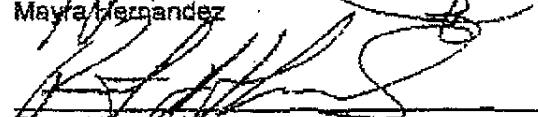
FURTHER RESOLVED, that an executed copy of this written consent shall be placed in the Corporation's minute book.

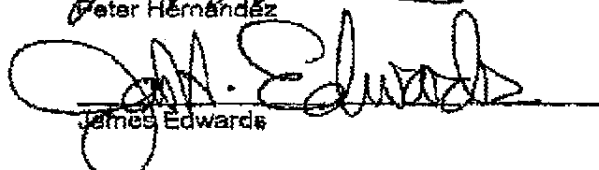
Dated: November 6, 2003


Philip McCas


Sherry Chais


Mayra Hernandez


Peter Hernandez


James Edwards

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