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BASIC AMENDMENT
OPERATION HOMEFRONT, INC.

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Amendment

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Capital Connection, Inc.

05/28/03

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
Operation Homefront, Inc.

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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(s) and Articles(s) adopted: Under Article 3 (A), Substitute the following paragraph for (A):

- (A) This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c) (3) of the Internal Revenue Code. The specific purposes of this corporation are to help needy military families who have a spouse deployed.

Under Article 3, Add the following paragraph:

- (D) 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 carrying 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.

Add the following Article:

Article 11. Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3)

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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.

SECOND: The date of adoption of the amendment(s) and article(s) was: May 27, 2003.

THIRD: Adoption of Amendment: The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

Robert Graves Jr.

ROBERT GRAVES JR

President

May 27, 2003

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