



July 28, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed are amendments to the Articles of Incorporation of the Executive Women's Golf Association Foundation, document N03000003467, adopted by its Board of Directors on July 27, 2004. Also enclosed is a check for the filing fee in the amount of \$35.

Please send dated and stamped copy to:

Sara Hume
Executive Women's Golf Association Foundation
300 Avenue of the Champions, Ste 140
Palm Beach Gardens, FL 33418

If any questions, please contact Sara Hume at 561-691-0096, ext 17.

Sincerely,

Sara Hume
Executive Director

Articles of Amendment
to
Articles of Incorporation
of

Executive Women's Golf Association Foundation, Inc.

N03000003467

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

AMENDMENTS ADOPTED: Article Second is amended to read as follows:

SECOND. PURPOSES. This Corporation is formed for the following purposes:

(a) This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended:

- (i) To develop educational programs to improve women's leadership abilities, self-esteem, and business skills through golf and to encourage and enable them to serve as mentors to other women and girls; and
- (ii) Provide financial support and promote activities designed to support other charitable organizations whose mission supports that of the EWGA Foundation or related women's issues.

(b) To engage in any lawful activities which are in furtherance of these purposes, but subject to the restrictions set forth herein.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

ARTICLE FIFTH shall be amended to read:

FIFTH. No Stock/No members. The corporation is not authorized to issue capital stock and shall not be a membership organization.

ARTICLE SIXTH shall be amended to read:

SIXTH. Board of Directors. The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election of appointment, other than the initial Board

of Directors appointed by the Executive Women's Golf Association, shall be as provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

ARTICLE SEVENTH shall be amended to read:

SEVENTH. OPERATIONS.

(a) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth above. 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 any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986, as amended; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended. Any reference in these Articles to any section of the Internal Revenue Code of 1986, as amended, shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

ARTICLE EIGHTH shall be amended to read:

EIGHTH. DISSOLUTION. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to which contributions are then deductible under Section 170(c)(2) of such Code.

The date of adoption of the amendment(s) was: **July 27, 2004**

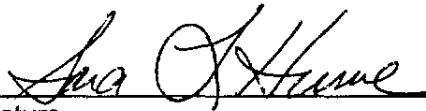
Effective Date: **Immediately**

Adoption of Amendment(s):

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 28th day of July, 2004.

Signature:


Signature

Sara L. Hume

Printed Name

Executive Director and CEO of the EWGA Foundation
Title