

No 3000004392

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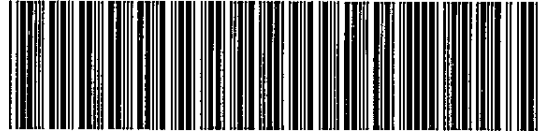
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CAPITAL CONNECTION, INC.

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Ruo Ricky Ruo Foundation, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
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- Courier _____

Signature _____

Requested by:

SR 7/3/03 10:19
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
RUN RICKY RUN FOUNDATION, INC.

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Document Number of Corporation

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 adopted: (INDICATE ARTICLE NUMBERS BEING AMENDED, ADDED OR DELETED.)

Article 1 ADDRESS OF CORPORATION: The address of RUN RICKY RUN FOUNDATION, INC., shall be :

20810 West Dixie Highway
North Miami Beach, FL 33180

Article 3 PURPOSE: The purpose of RUN RICKY RUN FOUNDATION, INC., shall be:

- 1) Run Ricky Run Foundation Inc. is organized for charitable, educational, and scientific purposes, 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 the corresponding section of any future federal tax code
- 2) The Foundation's purpose will consist of contributing to other charitable organizations. It is anticipated that the Foundation with distribute most, if not all, of its assets on an annual basis. The entities to whom the Foundation makes donations will be chosen entirely in the discretion of the Board of Directors of the Foundation.

sponsoring charitable fund raising golf tournaments and associated events such as celebrity dinners, etc. All proceeds of any such activities would be donated by the Foundation to other tax-exempt, charitable organizations.

- 4) If the foundation engages in fund-raising activities such as charitable golf tournaments and related activities, it will most likely retain the assistance of professional organizers and promoters. Any such persons will be hired pursuant to specific written contracts negotiated at arm's length and calling for no more than reasonable compensation for services rendered.

Article 5 BOARD OF DIRECTORS: The Board of Directors for RUN RICKY RUN FOUNDATION, INC. are as follows:

- i) Robert Socol, 20810 West Dixie Highway, North Miami Beach, FL 33180;
- ii) Floyd Raglin, 1814 NE Miami Gardens Drive, #205 North Miami Beach, FL 33179;
- iii) Errick Lynne Williams, 20533 Biscayne Blvd., Suite 416, Aventura, FL 33180

Article 7 REGISTERED AGENT/OFFICE: The registered agent for RUN RICKY RUN FOUNDATION, INC., shall be:

Robert Socol
20810 West Dixie Highway
North Miami Beach, FL 33180

I AM FAMILIAR WITH, AND HEREBY ACCEPT THE DUTIES AND RESPONSIBILITIES, AS REGISTERED AGENT FOR SAID CORPORATION.


Signature of Registered Agent

6/26/03
Date

Article 9 DISTRIBUTION UPON DISSOLUTION:

Upon the 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, or the corresponding section

within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of by a Court of Competent Jurisdiction in Florida exclusively for such purposes as the court shall determine.

Article 10 OFFICERS:(Added) The officers of RUN RICKY RUN FOUNDATION, INC., shall consist of:

Errick Lynne Williams, President
Floyd Raglin, Vice President
Robert Socol, Treasurer

Article 11 RESTRICTIONS ON ACTIVITIES:(Added)

- 1) No part of the net earnings of the Run Ricky Run Foundation Inc. shall inure to the benefit of, or be distributable to it's 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 hereof.
- 2) 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 public office.
- 3) Notwithstanding any other provision of the Articles of the Run Ricky Run Foundation Inc., the foundation 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 code or (b) by the organization's contributions which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

Article 12 AMENDMENTS TO ARTICLES:(Added)

The Articles of Incorporation may be amended as

under section 501(c)(3) of the Internal Revenue code. Amendments may be made at the regular meeting of the membership or upon a notice of special meeting, haven been given one (1) month notice of such special meeting, by a two-thirds (2/3) vote of those members present.

Article 13 AMENDMENTS TO BYLAWS: (Added)

As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth by the laws of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

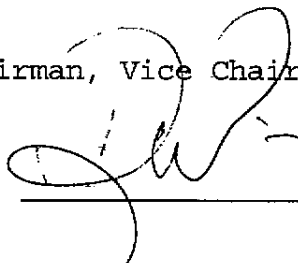
SECOND: The date of adoption of the amendments was:

THIRD: Adoption of Amendment (CHECK ONE)

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

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Signature of Chairman, Vice Chairman, President or other officer



Errick Lynne Williams

Typed or Printed Name

Title: President/Director

Date: 6/26/03