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Amend

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04 AUG 26 PM 1:13
CLERK OF SUPERIOR COURT
COLUMBIA COUNTY, GEORGIA

Bettye Lewis
Church & Nonprofit Accounting Specialist
2221 S. Sherman Circle Ste. E106
Miramar, FL 33025
954-438-3489

August 24, 2004

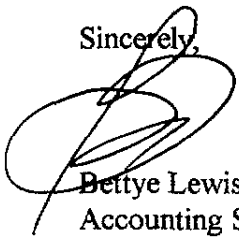
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

Dear Sir/Madame,

Enclosed please find the Amendment to the Articles of Incorporation for Swap and Share Community Outreach, Inc. and the corresponding fee of \$35.00. If you have any questions concerning this application, please feel free to contact me at (954) 438-3489. I will be more than happy to entertain your queries. In addition, please forward the certified copies to my attention at the above address.

Thank you very much for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to be 'Bettye Lewis', written over the typed name and title.

Bettye Lewis
Accounting Specialist

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SWAP AND SHARE COMMUNITY OUTREACH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

Article III-Purpose

The purpose for which the corporation is organized is: This is a non-stock, non-profit corporation. We will teach our community to swap and share their goods and items in order to meet the needs of the underprivileged in our community. Within the scope of these services, in the future, we will have a thrift store that will employ workers from the community. We will have job placement services and we will teach employability skills to the community. We will offer transportation to those who are starting new jobs. Another component of our organization will be an tutorial programs with drama and dance for at risk youth. We will emphasize arts and culture through dance. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Said corporation is organized exclusively for charitable, religious and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). Notwithstanding any other provision, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501c3 of the Internal Revenue Code of 1986. Or corresponding revision of any future United States Internal Revenue law.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered to take payments and distributions in furtherance of Section 501(C)(3) purposes. 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) and political campaign on behalf of or in opposition to any candidate for public office or any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning as Section 501(c)(3) and 170(c)(2) of Internal Revenue Code of 1954 or corresponding sections or any prior or future law, or to the Federal, State or Local Government

for exclusive public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article IV - Membership Qualifications

The qualifications for members and the manner of their admission are: The conditions for membership shall be stated in the bylaws.

ARTICLE V

The number constituting the initial Board of directors of the corporation is not more than five (5) and the names and addresses of the persons who are to serve initially are: (not less than 3)

Lorenzo Lee-Pres.	19390 Collins Ave.#1421	Sunny Isles Bch, FL33160
Brandy Goldstein-VP	19380 Collins Ave.#1016	Sunny Isles Bch, FL33160
Ethel Wiggins- Secy/Treas	4881 NW 22 St. Bld38B	Lauderhill, FL 33313

The conditions for appointment/election of the position of Director shall be stated in the bylaws.

ARTICLE VI

This corporation is organized under a non - stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VIII

The name and address of each incorporator is: **Lorenzo Lee**
19390 Collins Ave. #1421
Sunny Isles Bch, FL 33160

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

ARTICLE X

Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its members; (2) acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

Second:

The date of adoption of the amendment(s) was August 23, 2004

Third: The amendment was adopted by the Board of Directors and 2/3 vote of the membership

Dated: August 24, 2004

Swap and Share Community Outreach, Inc.

By: 

Sign and date

24th August 2004

Eld. Lorenzo Lee, President