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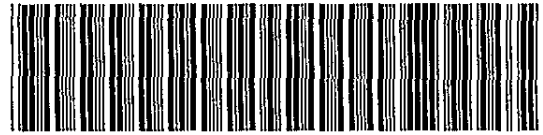
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TALLAHASSEE, FLORIDA

AMEND
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ALLEN
CORPORATION
SUPPLY

10440 PIONEER BOULEVARD (8)
SANTA FE SPRINGS, CA 90670
562.906.1635 FAX 562.906.1645
www.allencorpsupply.com

February 10, 2005

FLORIDA DIVISION OF CORPORATIONS
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: MASOOD FAMILY FOUNDATION, INC.

Please file the enclosed Articles of Amendment for the corporation named above, and forward **two certified copies** of the Articles to the letterhead address. Please process this request on a Priority basis.

Find attached a check totaling \$52.50 to cover all costs associated with this request, and a Federal Express airbill for your use. Also please attach a statement of all your charges.

Do not hesitate to contact me with any questions.

Sincerely,

Dean Stanton

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MASOOD FAMILY FOUNDATION, INC.,**

FILED
05 FEB 11 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article III, Purposes and Powers is amended as follows:

**ARTICLE III
Purpose and Powers**

Section 3.01. General Exempt Purpose. The Corporation is organized and must be operated exclusively for charitable purposes within the meaning of Internal Revenue Code (the "Code") section 501(c)(3) (or the corresponding provision of any future federal internal revenue law).

Section 3.02. Support Purpose. The Corporation is organized and will be operated for the benefit of DREAMFUNDERS, a California nonprofit public benefit corporation, Tax ID# 20-1298828 ("DF") which (i) is exempt from federal income tax under Code section 501(c)(3) and (ii) is not a private foundation within the meaning of Code section 509(a). The Corporation will be operated, supervised or controlled by or in connection with DF within the meaning of Code section 509(a)(3). The Corporation will support and benefit DF by engaging in activities in furtherance of the exempt purposes of DF and by distributing assets to or for the benefit of DF. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

Section 3.03. Powers. The Corporation is a corporation not for profit and has all of the powers, duties, authorizations and responsibilities as provided in Chapter 617, Florida Statutes. Notwithstanding any other provision of these Articles, the Corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation. Notwithstanding any other provision in these Articles, the Corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code section 501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Code section 170(c)(2) (or the corresponding provision of any future federal internal revenue law).

ARTICLE SEVEN, Private Foundation Status is amended to read as follows:

**ARTICLE VI
Private Foundation Status**

Notwithstanding any other provision of these Articles of Incorporation, if the Corporation is, or is determined to be, a private foundation as described in Code section 509(a), then the Corporation must distribute assets in each taxable year at the time and in a manner that will avoid tax under Code section 4942, (b) the Corporation is expressly prohibited

from engaging in any act of self-dealing as defined in Code section 4941(d), from retaining any excess business holdings as defined in Code section 4943(c), from making any investments in a manner that will subject the Corporation to tax under Code section 4944, and from making any taxable expenditures as defined in Code section 4945(d).

ARTICLE EIGHT, Tax-Exempt Status is amended to read as follows:

ARTICLE VII
Tax-Exempt Status

Section 7.01. Political Activities. No substantial part of the activities of the Corporation may consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation may not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 7.02. Private Inurement. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section 7.03. Dissolution. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining corporate assets must be distributed to an organization with exempt purposes

ARTICLE NINE, Incorporator will be amended to read as follows:

ARTICLE VIII
Incorporator

The name and address of the incorporator is:

Matthew G. Brown
8105 Irvine Center Drive, Suite 700
Irvine, Ca 92618

There are no members. The board of directors has adopted the amendments included herein above.

Signed this 7 day of Jan 2005



Dr. Sohail Masood, President