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ALLEN
CORPORATION
SUPPLY

10440 PIONEER BLVD., SUITE 8
SANTA FE SPRINGS, CA 90670
562.906.1635 FAX 562.906.1645
www.allencorpsupply.com

May 23, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

RE: MASOOD FAMILY FOUNDATION, INC.

Please file the enclosed Amendment for the corporation named above, and forward a **certified copy** of the Amendment to the letterhead address. Please process this request on an **Expedited Basis**.

Also enclosed is a check payable to Florida Department of State in the amount of \$43.75 to cover all costs associated with this request, and a Federal Express air bill for your use. Also please attach a statement of all your charges.

Do not hesitate to contact me with any questions.

Sincerely,

Veronica Cruz

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MASOOD FAMILY FOUNDATION, INC.
(Name of Corporation)

DOCUMENT NUMBER: N04000000015

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Veronica Cruz
(Name of Contact Person)

Allen Corporation Supply
(Firm/Company)

10440 Pioneer Blvd., Suite 8
(Address)

Santa Fe Springs, CA 90670
(City/State and Zip Code)

For further information concerning this matter, please call:

Veronica Cruz at (562) 906 1635
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY 24 PM 3:28

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. Specific Exempt Purpose. The Corporation's primary purpose is to provide financial support and funding to various charitable organizations.

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 VI, Private Foundation Status is amended to read as follows:

**ARTICLE VI
Private Foundation Status**

Notwithstanding any other provision of these Articles of Incorporation, as long as 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 VII, 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 that is exempt from taxation under Code section 501(c)(3) (or the corresponding provision of any future federal internal revenue law).

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

Signed this 16 day of May 2006.



Dr. Sohail Masood, President