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WASIE PROPERTIES, INC.

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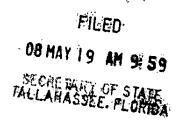
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5/19/2008

# ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF WASIE PROPERTIES, INC.



Pursuant to the provisions of Sections 617.1001 et seq., Florida Statutes, the following provisions of the Articles of Incorporation of Wasic Properties, Inc., a Florida nonprofit corporation (the "Corporation"), Document Number N04000000991, be, and are hereby, amended as set forth below:

Article III of the Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article III to read as follows:

#### <u>ARTICLE III – PURPOSE</u>

The Corporation is organized, and shall be operated, exclusively as an exempt title-holding corporation, for the sole purpose of holding title to property that would otherwise be held by its parent Member, an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and remitting the entire amount of its income, less permissible expenses and indebtedness, to the parent Member, as more fully described in Section 501(c)(2) of the Code. In furtherance of the foregoing exclusive purpose, the Corporation is empowered to exercise all rights and powers as conferred by the laws of the State of Florida upon a non-profit corporation.

Article V of the Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article V to read as follows:

#### ARTICLE V - MEMBERSHIP AND MANNER OF APPOINTMENT

The Corporation is a single Member organization, and the sole Member is The Wasie Foundation. It is intended that the Member shall at all times have the requisite control of the Corporation under Section 501(c)(2) of the Code. The Bylaws of the Corporation may make additional provisions with regard to the Member which are consistent with the foregoing intent and the exclusive purpose set forth in Article III hereof.

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Article VII of the Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article VII to read as follows:

#### ARTICLE VII - NET EARNINGS AND PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, or officers, or other private persons, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof. It is intended that this Corporation shall at all times have the status of a corporation that is exempt from federal income taxation under Section 501(c)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

No substantial part of the activities of the Corporation shall consist of 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article VIII of the Articles of Incorporation is amended by deleting it in its entirety and inserting a new Article VIII to read as follows:

#### ARTICLE VIII - TERM, DISSOLUTION, AND MERGER

The term of the Corporation shall be perpetual.

Upon the liquidation or dissolution of the Corporation, the surplus remaining after payment of the just debts and liabilities of the Corporation shall not be distributed in whole or in part to or amongst the Corporation's trustees, directors, or officers, or other private persons, but shall be distributed exclusively to the Corporation's Member, provided however, that if the Corporation's Member is not then in existence or is not then an organization exempt from federal income taxation under Section 501(c)(3) of the Code, the remaining assets shall be distributed, as selected by the Corporation's Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

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The Corporation is permitted to merge with another corporation in the manner prescribed by applicable law, provided that the other corporation is a charitable corporation, and the surviving or new corporation is an organization exempt from federal income tax under Section 501(c)(2) of the Code.

New Article XII is added to read as follows:

### **ARTICLE XII: AMENDMENTS**

The Member may amend the Articles of Incorporation, without action by, or notice to, the Board of Directors, by affirmative vote in a written action of the Member. The Board of Directors shall not have the ability or authority to amend the Articles of Incorporation.

The foregoing amendments were adopted by the Corporation's sole Member on the Amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of

the 3th day of MAY, 2008.

WASIE PROPERTIES, INC.

THE WASIE FOUNDATION, sole Member

By: Gregg D. Scouist, President and Chief Executive

Officer

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