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Tee for Two Foundation, Inc. 2185 Hawksridge Drive, #1102 Naples, Florida 34105 781-820-4542

April 21, 2004

Division of Corporations Amendments Section P.O. Box 6327 Tallahassee, FL. 32314

Dear Sirs,

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Tee for Two Foundation, Inc.

I have enclosed a check to the Department of State for \$43.75 to cover the cost of the filing fee as well as one certified copy of the Articles of Amendment.

I have also enclosed the original Electronic Articles of Incorporation.

Thank you for taking care of this request.

Sincerely,

Marion M. Gogolak

Marion M. Gogolak

Providence State of the State of

President

enc.

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of Oris . Filed 2/23/04 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: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.) see attached **SECOND:** The date of adoption of the amendment(s) was: _ THIRD: Adoption of Amendment (CHECK ONE) The amendment(s) was(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 amendment(s) was(were) adopted by the board of directors. Signature of Chairman, Vice Chairman, President or other officer

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

TEE FOR TWO FOUNDATION, INC. (Original Articles Filed 2/23/2004, N04000001817)

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: A new Article VI is hereby added to said articles, as follows::

"Article VI.

- 1. The following shall be further limitations on the powers of the corporation notwithstanding any other provision of these Articles of Incorporation:
- (a) Upon liquidation or dissolution of the corporation after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be distributed for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code, and shall not inure to the benefit of or be distributed to any private shareholder or individual (including, without limitation, any individual, director or officer of the corporation);
- (b) The corporation shall use and/or distribute all property from time to time held by the corporation solely in the furtherance of the exempt purposes of the corporation in such manner as the board of directors shall determine;
- (c) No part of the assets or net earnings, if any, of the corporation shall inure to the benefit of, or be distributable to, its directors, its officers or any private shareholder or individual, 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 exempt purposes set forth in Article III of these Articles of Incorporation; and
- (d) The corporation shall not directly or indirectly 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, and no

substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code).

- 2. In the event the corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions in these Articles of Incorporation, the following provisions shall apply:
- (a) The income of the corporation for each taxable year shall be distributed at such time and in such manner as not to subject the corporation to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Without limiting the generality of, and notwithstanding the foregoing provisions of this Paragraph 2, during such periods as the corporation shall constitute an operating foundation within the meaning of Section 4942(j) of the Internal Revenue Code, the corporation shall not be required to distribute income pursuant to Section 4942 of the Internal Revenue Code.

3. No officer or director shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of an officer or director (i) for any breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal."

SECOND: The date of adoption of the amendment is April 1, 2004.

THIRD: There being no members of the corporation, the amendment herein was adopted by the board of directors.

Marion Tu. GogoleK Marion Gogolak

President

4.21.04 Date