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N04000004242

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February 3, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BRETT M. BEKKEN FOUNDATION, INC.  
3950 MERLIN DRIVE  
KISSIMMEE, FL 34771US

SUBJECT: BRETT M. BEKKEN FOUNDATION, INC.  
REF: N04000004242

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please delete the word, "shareholders" in Article XI.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Pamela Smith  
Document Specialist

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BRETT M. BEKKEN FOUNDATION, INC.

Pursuant to Section 617.1001, 617.1002, and 617.1005 of the Florida Statutes, BRETT M. BEKKEN FOUNDATION, INC. (the "Corporation"), a not-for profit corporation organized and existing under the laws of the State of Florida, under Document Number N04000004212, filed in the office of the Secretary of State on April 28, 2004, and effective April 27, 2004, certifies as follows:

1. The directors of the Corporation considered amending the Articles of Incorporation, and after discussion, it was

**RESOLVED**, that Article II be deleted and the following inserted in lieu thereof:

"ARTICLE II

The principal address of the Corporation shall be:

2086 Aspen Court  
San Marcos, California 92078

The mailing address of the Corporation shall be:

2086 Aspen Court  
San Marcos, California 92078."

**RESOLVED**, that Article VII be deleted and the following be inserted in lieu thereof:

"ARTICLE VII

The directors of the Corporation are:

Charles W. Bonar, Jr.  
3950 Merlin Drive  
Kissimmee, Florida 34771

Thomas Mackie  
2086 Aspen Court  
San Marcos, California 92078

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Thad Shelton  
4320 Forest Avenue, S.E.  
Mercer Island, Washington 98040

The officers of the Corporation are:

Thomas Mackie, President/Secretary/Treasurer  
2086 Aspen Court  
San Marcos, California 92078

Charles W. Bonar, Jr., Vice President  
3950 Merlin Drive  
Kissimmee, Florida 34771

Thad Shelton, Vice President  
4320 Forest Avenue, S.E.  
Mercer Island, WA 98040."

**RESOLVED**, that the Articles of Incorporation of BRETT M. BEKKEN FOUNDATION, INC. be amended to add the following new Articles IX, X, and XI:

**"ARTICLE IX - PROVISIONS**

Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

B. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried

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on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

D. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

1. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

2. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

4. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private

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person, other than as reasonable payment for services rendered by such person.

**ARTICLE XI - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

2. The Corporation has no members ~~XXXXXXXXXXXX~~. These Articles of Amendment were approved by all of the directors of the Corporation by written action dated 20 January, 2006, which is sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles this 20th day of January, 2006.

BRETT M. BEKKEN FOUNDATION, INC.

By: Thomas Mackie  
THOMAS MACKIE, President

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