

No 4000009980

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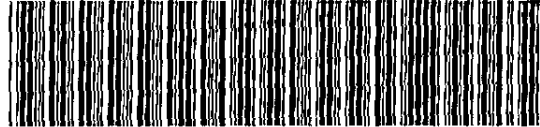
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Amend.

*JB
1/28*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE EVELYN FOUNDATION, INC.

DOCUMENT NUMBER: N 04000009980

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

STUART SCHECHTER

(Name of Contact Person)

(Firm/ Company)

3858 SHERIDAN STREET

(Address)

HOLLYWOOD, FLORIDA 33021

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

STUART SCHECHTER

(Name of Contact Person)

at (954) 961-6111

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2005 JAN 24 AM 9:08

THE EVELYN FOUNDATION, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

NO4000009980

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

ARTICLE III BEING AMENDED IN FULL:

PURPOSE

(a) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 its purposes set forth herein. No substantial part of the activities of the Corporation shall be 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry

(Attach additional pages if necessary)

(continued)

on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may be amended.

ARTICLE IV BEING AMENDED IN FULL:

DIRECTORS

The members shall appoint the initial directors of the Corporation. A member may appoint himself or herself as a director. At any time and from time to time the members may remove an incumbent director, with or without cause. The members shall appoint an individual to fill any vacancy occurring on the board of directors, whether on account of death, resignation, removal, or for any other reason or cause.

ARTICLE IX BEING ADDED:

MEMBERS AND MEMBERSHIP

The members of the Corporation are Ruth Fritch and Nancy Lynn Brown.

While alive, a member may transfer his or her entire membership interest to any individual by a written instrument executed in the same manner as is then required to record deeds of real estate in the State of Florida. A member's membership terminates on death or disability, except a member may transfer his or her entire membership interest at death or upon disability to one or more individuals named in a written instrument

(Attach additional pages if necessary)

(continued)

executed by the member with the formalities required for the execution of a will in the State of Florida.

An individual may be admitted to membership in the Corporation upon the unanimous consent of all existing members.

No transferee shall become a member unless he or she signs a writing accepting membership and each other member signs a writing accepting the transferee as a member.

An individual is treated as disabled if he or she is adjudicated as such by a court of competent jurisdiction, or if by reason of accident, physical or mental illness, progressive or intermittent physical or mental deterioration, or other similar cause, the member is not capable of acting rationally and prudently in the conduct of business affairs, as determined, after examination, by two board certified medical doctors practicing in the county of the member's residence or in an adjoining county.

No alterations, changes or amendments shall be made to these articles of incorporation, without the consent of the members.

No merger, sale or lease or exchange or other disposition of all or substantially all of the property and assets of the Corporation, or dissolution and winding up of the Corporation's affairs, shall occur without the consent of the members.

A member has the right to exercise all rights of membership of this Corporation, granted by these articles, the by-laws, and by law, and upon transfer of his or her membership, the transferor shall cease to possess any such rights, and all such rights shall vest in the transferee upon the transferee becoming a member.

ARTICLE X BEING ADDED:

BY-LAWS

The board of directors shall adopt the initial by-laws, but the power to alter, amend or repeal the by-laws is vested in the members.

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: JANUARY 13, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signed this 19TH day of JANUARY, 2005.

Signature Stuart Schechter
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

STUART SCHECHTER
(Typed or printed name of person signing)

INCORPORATOR
(Title of person signing)

FILING FEE: \$35