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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AMEND  
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January 25, 2006

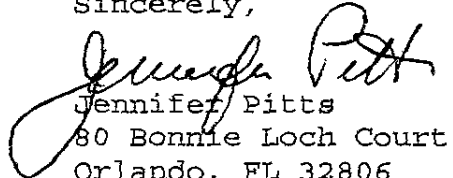
State of Florida  
Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Amended Articles of Incorporation  
Neal Pitts Foundation  
N04000011179

To Whom It May Concern:

Enclosed with this letter please find: Amended Articles of Incorporation; and, a check in the amount of \$43.75 as payment for the filing fee and certified copy. Please return the certified copy to 80 Bonnie Loch Court, Orlando, FL 32806.

Sincerely,

  
Jennifer Pitts  
80 Bonnie Loch Court  
Orlando, FL 32806  
407-841-0444

AMENDED ARTICLES OF INCORPORATION  
OF  
Neal Pitts Foundation, *INC.*

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE I

CORPORATE NAME

The name of this corporation is Neal Pitts Foundation, Inc. This corporation was organized under the laws of the State of Florida, filed on November 29, 2004. The document number of this corporation is N04000011179.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To fund the purchase of hearing aid devices for children with hearing loss.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any

subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations, Revenue Ruling 75-38, 1975-1 C.B. 161. The State of Florida has fulfilled the Statutory Provisions Satisfying the Requirements of the Internal Revenue code Section 508(e).

#### ARTICLE V

##### AUTHORIZED CAPITAL STOCK

There shall be no authorized capital stock issued by this corporation.

#### ARTICLE VI

##### MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The guidelines for the selection of officers will be based on education, availability, and interest in the subject of helping children with hearing loss to live as normal a life as possible.

A. The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

B. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a terms of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 80 Bonnie Loch Court, Orlando, FL 32806, on September 10th of each year at 7:00 o'clock p.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

C. Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the

proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

D. The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>ADDRESS</u>
Lori Pedonti	1823 Antigua Drive Orlando, FL 32806
Meredith Smith	2478 Middleton Avenue Winter Park, FL 32792
Jennifer Pitts	1126 Koger Shores Drive Orlando, FL 32806

#### ARTICLE VII

##### CONFLICT OF INTEREST POLICY

A. Interested Persons: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
3. A potential ownership or investment interest in, or

compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

C. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board or committee decides that a conflict of interest exists after reviewing the financial interest and reviewing all disclosed material facts to the directors and members.

#### ARTICLE VIII

##### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, publishing or distribution of statements any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE IX

##### DISTRIBUTION OF ASSETS

The foundation will use 90% of its yearly assets to purchase hearing aid devices for qualified children with hearing loss, who do not have other means such as personal, insurance, or government funds. The remaining assets will be used to pay for conferences, professional fees, and office supplies/postage.

#### ARTICLE X

##### DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liability of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XI

##### MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation. The guidelines for the selection of members will be based on education, availability, and interest in the subject of helping children with hearing loss to live as normal a life as possible.

#### ARTICLE XII

##### SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Lori Pedonti	1823 Antigua Drive Orlando, FL 32806
Meredith Smith	2478 Middleton Avenue Winter Park, FL 32792
Jennifer Pitts	1126 Koger Shores Drive Orlando, FL 32806

#### ARTICLE XIII

##### AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

#### ARTICLE XIV

##### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purchase of hearing aid devices, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### ARTICLE XV

##### REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 80 Bonnie Loch Court, Orlando, Florida 32806, and the name of its registered agent at said address shall be Neal P. Pitts, Esquire.

#### ARTICLE XVI

##### AMENDMENT TO ARTICLES



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Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

NOW THEREFORE, we, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2 day of December 2005.

Lori Pedonti sec  
Lori Pedonti

Meredith Smith / TRES  
Meredith Smith

Jennifer Pitts / PRESIDENT  
Jennifer Pitts

Neal P. Pitts  
Neal P. Pitts,  
Registered Agent