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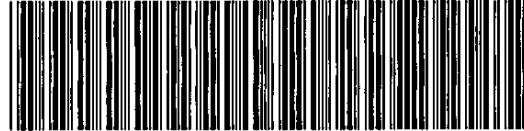
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2006 NOV -9 PM 4: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

C. Coulliette NOV 09 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Black Rose Foundation for Children

DOCUMENT NUMBER: N05000001681

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

Please return all correspondence concerning this matter to the following:

Sheila Flemming-Hunter

(Name of Contact Person)

The Black Rose Foundation for Children

(Firm/ Company)

8937 Dexter Road

(Address)

Cordova, TN 38016

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sheila Flemming-Hunter

(Name of Contact Person)

at (901) 752-0133

(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 &
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(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

The Black Rose Foundation for Children

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

N05000001681

(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)**

The following 4 Amendments should be added to the Articles of Incorporation:

(TO BE ADDED) Article VII Amendments to the Articles of Incorporation (to be added) Amendments to the Articles of Incorporation shall

be approved by a majority vote of the Directors.

(TO BE ADDED) Article VIII- Charitable Status of Organization: The Black Rose Foundation 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 corresponding section of any future federal tax code.

(Attach additional pages if necessary)
(continued)

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Additional Page: The Black Rose Foundation, Inc.

(TO BE ADDED) Article IX-Earnings of the Organization -No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(TO BE ADDED) Article X-Dissolution of the Organization: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which principal office of the organization 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.

The date of adoption of the amendment(s) was: November 3, 2006

Effective date if applicable: November 3, 2006
(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.

Signature 

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

Sheila Flemming-Hunter

(Typed or printed name of person signing)

Chair of Board

(Title of person signing)

FILING FEE: \$35