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Division of Corporations

N05000003566

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**GIFT OF HOPE BREAST CANCER FOUNDATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF THE  
GIFT OF HOPE BREAST CANCER FOUNDATION**

Document Number of Corporation: **N05000003566**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment (this "Amendment") to its current Articles of Incorporation:

This Corporation does not have members and thus this Amendment was approved and adopted by the Board of Directors on the date set forth below.

**FIRST:** Amendments adopted herein:

1) The Articles shall be amended to add a new ARTICLE VIII which shall read as follows:

"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 the purposes set forth in the Purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation 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 federal 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."

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2) The Articles shall be amended to add a new Article IX which shall read as follows:

"Upon the dissolution of the corporation, 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 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."

SECOND: The date of adoption of this Amendment is May 3, 2007 and this Amendment shall be retroactively effective to the date of incorporation.

THIRD: This Amendment was adopted by the Board of Directors.

NO FURTHER ACTION IN THIS AMENDMENT.

**GIFT OF HOPE BREAST CANCER FOUNDATION**

By:   
Its: Director

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