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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FROM JACKSONVILLE WITH LOVE, Inc.,
a Florida not for profit corporation**

Pursuant to the provisions of Section 617.1006, Fla. Stat., this Florida Not For Profit Corporation, From Jacksonville With Love, Inc., adopts the following amendments to its Articles of Incorporation, which are hereby restated in full.

**ARTICLE I
CORPORATE NAME**

The name of the not for profit corporation is and shall remain FROM JACKSONVILLE WITH LOVE, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 2000 Corporate Square Boulevard, Suite 101, Jacksonville, FL 32216.

**ARTICLE III
PURPOSE**

The organization is a not for profit corporation, organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code. The Corporation is organized to make *qualifying distributions* in the form of funds and/or goods and/or services to provide relief to the victims of hurricanes and other natural disasters.

**ARTICLE IV
ELECTION OF DIRECTORS CORPORATE POWERS**

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a board of directors, which, may, however, delegate the performance of its functions and duties to officers, employees, agents and committees. The initial number of directors of the Corporation shall be no less than three (3) and no more than seven (7). The method of election of directors is set forth in the Bylaws of the Corporation. The initial directors shall hold office until successors are elected or qualified. The directors of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any director on the dissolution or winding up of this Corporation. Directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

The number of members of the board of directors of the Corporation may be increased or decreased from time to time in accordance with Bylaws. There will be three (3) initial members of the board of directors.

ARTICLE V

CORPORATE POWER AND AUTHORITY

The Corporation shall have the following powers; provided, however, that no such powers shall be exercised in such a manner as to cause the corporation to lose its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or any subsequent corresponding federal law;

- (i) All of the common law and statutory powers of a non-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.
- (ii) To enter into, make, establish and enforce agreements, contracts, bylaws, rules and regulations from time to time.
- (iii) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and replace real and personal property.
- (iv) To raise, invest and hold funds for the charitable purposes of the Corporation.
- (v) To purchase insurance for the protection of the Corporation, and its property, officers, directors, employees, agents and such other parties as the board may determine to be in the interest of the Corporation.
- (vi) To employ personnel necessary or convenient to perform the functions, obligations, services and duties to be performed by the Corporation and/or contract with others for the performance of such functions, obligations, services and duties.
- (vii) To acquire and enter into agreements acquiring leasehold and other possessory and use rights in lands and facilities and to pay the rental, membership fees, operational, replacement and other expenses related thereto.
- (viii) To exercise any and all other powers necessary or convenient to carry out the charitable purposes for which the Corporation has been formed.

ARTICLE VI

REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of the Corporation shall be Stephen A. Hould, 920 Third Street, Suite D, Neptune Beach, FL 32266.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify each officer, director and/or member, or any former officer, director and/or member, as more particularly set forth in the Bylaws.


ARTICLE VIII
DEDICATION OF ASSETS AND EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 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.

ARTICLE IX
DISTRIBUTION OF ASSETS

Upon the dissolution of the organization, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of the 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.


The date of the adoption of the amendments was September 1, 2006, which is also the effective date. The amendments were adopted unanimously by all of the members and all votes were cast for the amendment.



MICHAEL SMITH
Executive Director and Chairman
Of the Board of Directors

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


STEPHEN A. HOULD
920 Third Street, Suite D
Neptune Beach, FL 32266
904-247-1305