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PAGE 02

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January 26, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FRANCIS & KATHLEEN ROONEY FOUNDATION, INC.
1185 IMMOKALEE ROAD
SUITE 110
NAPLES, FL 34110US

SUBJECT: FRANCIS & KATHLEEN ROONEY FOUNDATION, INC.
REF: N05000009611

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FRANCIS & KATHLEEN ROONEY FOUNDATION, INC.**

Amendment to the Articles of Incorporation for Francis & Kathleen Rooney Foundation, Inc. (the "Corporation"), document number N05000009611, adopted is as follows: (indicated articles numbers being amended, added or deleted)

**ARTICLE X
DISSOLUTION**

~~Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of, or making provision for the payment of, all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations qualified as exempt under Section 501(c)(3) of the Code as described in Florida Statutes Section 617.1406(3)(c). Any such Plan of Distribution shall be in accordance with Florida Statutes Section 617.1406.~~

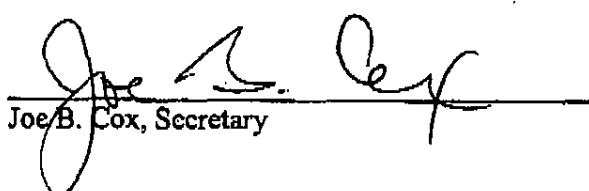
Upon the dissolution or winding up of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 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.

ADOPTION OF AMENDMENT:

There are no members, or members entitled to vote on the amendment. The Board of Directors adopted the amendment on January 26, 2007.

NOW, THEREFORE, the undersigned, being an officer of the Corporation, for the purpose of amending the Articles of Incorporation has executed these Articles of Amendment to the Articles of Incorporation of Francis & Kathleen Rooney Foundation, Inc. on this

26th of Jan, 2007.


Joe B. Cox, Secretary

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