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Amend

CRAIG E. ROTHBURD, P.A.

ATTORNEY AT LAW
808 W. DeLEON STREET
TAMPA, FLORIDA 33606

Attorney: Craig E. Rothburd
Legal Assistant: JoAnn O'Leary

Telephone: (813) 251-8800
Telecopier: (813) 251-5042
Sender's e-mail: crothburd@e-rlaw.com

February 20, 2006

Secretary of State
Attn: Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Articles of Amendment to Articles of Incorporation of
Kidswealth Angel Network, Inc.
File No. 5371**

Dear Clerk:

Please find enclosed Articles of Amendment to the Articles of Incorporation of Kidswealth Angel Network, Inc. along with this firm's check in the amount of \$35.00 representing payment of the filing fee. Please return proof of filing of the Articles of Amendment to the Articles of Incorporation in the envelope provided. Thank you in advance for your anticipated cooperation.

Sincerely,

CRAIG E. ROTHBURD, P.A.

Craig E. Rothburd

CER/jo
Enclosure(s)

FILED
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DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF KIDSWEALTH ANGEL NETWORK, INC.** 06 FEB 24 AM 9:29

WHEREAS, the Articles of Incorporation of Kidswelth Angel Network, Inc. were filed with and approved by the Secretary of State of Florida on the 2nd day of December, 2005; and

WHEREAS, it is the intention of a majority of the directors of the Corporation entitled to vote, that the Articles of Incorporation be amended in accordance with the proposed amendments hereinafter set forth; and

WHEREAS, the proposed amendments to the Articles of Incorporation hereinafter set forth were approved by consent of a majority of the directors of the Corporation, said majority being sufficient for approval, by a Written Statement Manifesting Director Approval of Amendments to the Articles of Incorporation dated on the 31st day of January, 2006, and there are no members entitled to vote on the amendments;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendments hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article III and by substituting therefor the following and the addition of Article XIII and XIV as follows:

ARTICLE III

The purpose for which the corporate is to be formed and the general nature of the corporation's business shall be 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 the corresponding section of any future federal tax code, including, but not limited to, to help every child be fed, be healthy and teach them to read and open opportunities for them, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

in any other activity or business permitted under the laws of the State of Florida.

ARTICLE XIII


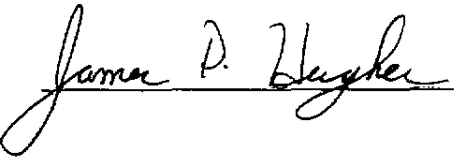
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third 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 or in opposition to any candidate for public office. 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 section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV

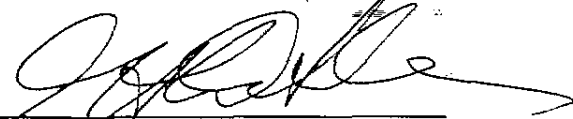

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

IN WITNESS WHEREOF, these Amendments to Articles of Incorporation are hereby
executed on behalf of the Corporation by its President and Secretary this 31 day of January
2006.

WITNESSES

KIDSWEALTH ANGEL NETWORK, INC.


MICHAEL DaSILVA, as Incorporator

MICHAEL DaSILVA, as Director