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TALLAHASSEE, FLORIDA

Amend.

G. Coulllette MAR 02 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: One Earth Foundation, Incorporated

DOCUMENT NUMBER: N05000012344

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

Please return all correspondence concerning this matter to the following:

Andrea L. Moffitt

(Name of Contact Person)

One Earth Foundation, Incorporated

(Firm/ Company)

22485 Quasar Blvd

(Address)

Port Charlotte, Florida 33952

(City/ State and Zip Code)

For further information concerning this matter, please call:

Andrea L. Moffitt

(Name of Contact Person)

at (941) 628-6346

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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

ONE EARTH FOUNDATION INCORPORATED

N05000012344
DOCUMENT NUMBER OF CORPORATION

FILED
2006 FEB 22 PM 12:24
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.1006, FLORIDA STATUTES, THIS
FLORIDA NOT FOR PROFIT CORPORATION ADOPTS THE FOLOWING AMENDMENT(S)
TO ITS ARTICLES OF INCORPORATION:

First: TO AMEND ARTICLE THREE OF THE ARTICLES OF INCORPORATION TO ADD:

I. PURPOSES OF THE CORPORATION:

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

- (a) This organization shall not discriminate on the basis of political or religious affiliation, marital status, race, color, creed, national origin, gender, age or disability of individuals.
- (b) The corporation shall conduct any and all lawful activities that may or may not be mentioned
Above, for the furtherance or accomplishment of the foregoing purposes, provided that such activities wound not endanger the Corporation's not-for-profit status under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

II. INTERNAL REVENUE SERVICE PROHIBITED PROVISIONS:

Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding future Federal tax code.)

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes set forth in Articles Third hereof.

No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda , or otherwise attempting to influence legislation, and the corporation/organization

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/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/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 a corporation/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.)

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Second: The date of adoption of the amendment(s) was the: 10th day of February, 2006.

Third: Effective date if applicable: _____

Fourth: Adoption of Amendment: Membership approval not required. Membership shall consist only of the members of the board of directors. The directors adopted the amendment and the number of votes cast for the amendment was unanimous for approval.

Signature



Richard J. Moffitt
President

Filing Fee
\$35.00