

ND6000001263

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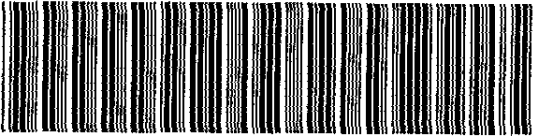
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TALLAHASSEE, FLORIDA

Amend / cis
@ 4.18.06

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Elevate, Inc.

DOCUMENT NUMBER: N06000001263

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

Please return all correspondence concerning this matter to the following:

Tiffany Gonsalves
(Name of Contact Person)

Rickey L. Farrell, Attorney at Law, P.A.
(Firm/ Company)

1595 SE Port St. Lucie Boulevard
(Address)

Port St. Lucie, FL 34952
(City/ State and Zip Code)

For further information concerning this matter, please call:

Tiffany at (772) 335-5455 2#
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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
ELEVATE INC.

Document No. N06000001263

FILED
06 APR 13 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED-

A. Article III is hereby deleted and replaced with the following:

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

1. To produce and promote various wholesome entertainment events, including but not limited to, musical concerts, theatrical shows, comedy shows, motor sports events, evening club events and other similar types of events open to members of the community and to utilize the revenues derived from such activities to provide scholarships to provide people with an opportunity for higher education.
2. To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code.
3. It is the intent of the incorporators of this corporation to qualify as a charitable not for profit corporation according to Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be, or include the carrying on of, propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or any corresponding provisions of any subsequent federal tax laws.
5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the regulations as they now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

B. Article IV is hereby deleted and replaced with the following:

ARTICLE IV- DIRECTORS AND OFFICERS

1. The affairs of the corporation shall be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors.

2. Directors of the corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The business of the corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board.

C. Article V is hereby amended as follows:

ARTICLE V- INITIAL DIRECTORS

Roland Funcke
858 S.E. Cavern Avenue
Port St. Lucie, FL 34983

Lisa Freeman-Cash
5500 NE. St. James Drive
Port St. Lucie, FL 34983

Tim Pearce
702 Farmers Market Road
Fort Pierce, FL 34982

Terry Davis
6653 Samba Street
Fort Pierce, FL 34945

Jerry Smith
2736 47th Place
Vero Beach, FL 32967

Alan Gilbert
6810 Viento Way
Boca Raton, FL 33433

Sean Murray
7509 Paso Robles Blvd.
Fort Pierce, FL 34951

Jose L. Vega, Jr.
108 SW Peacock Boulevard, #202
Port St. Lucie, Florida 34986

D. Additional Articles are hereby added as follows:

ARTICLE X - DURATION

The term of existence of the corporation is perpetual.

ARTICLE XI - MEMBERSHIP

The members of the corporation shall consist of those individuals that have an interest in engaging in the production and promotion of wholesome entertainment events directed to the community at large, for the purpose of raising money to provide scholarships for higher education to deserving people and that have joined the corporation and is a member in good standing.

ARTICLE XII- INITIAL OFFICERS

President- Roland Funcke
Vice President- Lisa Freeman-Cash
Secretary/Treasurer- Tim Pearce

The date of adoption of the amendment was: 4-6-06

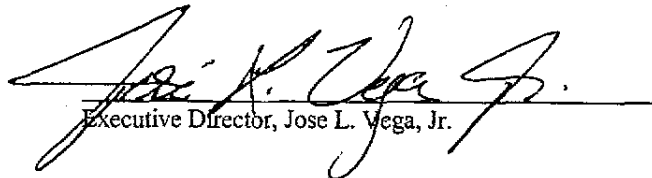
Effective date (if applicable): _____

Adoption of Amendments (CHECK ONE)

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

Signed:


Executive Director, Jose L. Vega, Jr.