

N06000001766

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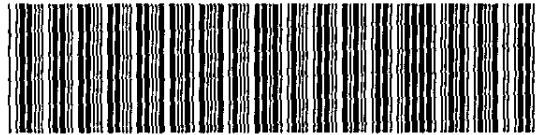
(Business Entity Name)

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Amend

S. Coulllette FEB 21 2006

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February 21, 2006

VIA HAND DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Video Access Alliance, Inc.
Document No. N06000001766

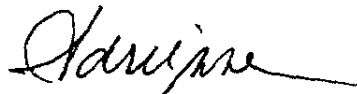
Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for Video Access Alliance, Inc., a Florida not for profit corporation. Also enclosed is this firm's check in the amount of \$43.75, comprised of a \$35.00 filing fee and an \$8.75 certified copy fee.

If you have any questions, please phone me at (850) 425-5482. I will have our messenger return to pick up the certified copy and the certificate of filing.

Thank you for your assistance.

Sincerely,



Adrienne U. Francis
Paralegal

Enclosures

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**ARTICLES OF AMENDMENT TO ARTICLE OF INCORPORATION
VIDEO ACCESS ALLIANCE, INC**

A Florida Not-for-profit Corporation

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article 7 of the Articles of Incorporation is amended in its entirety to read:

Article 7
Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government for a public purpose, or (iii) to a state or local government for a public purpose. Any 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, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

2. Pursuant to Sections 617.1001, 617.1002, and 617.1006, Florida Statutes, and in accordance with the Articles of Incorporation of the Corporation, by unanimous vote the Board of Directors authorized and consented in writing on February 20, 2006, to the filing of these Articles of Amendment to Articles of Incorporation. There are no members or members of the Corporation entitled to vote.

Signed this __21__ day of February, 2006.

VIDEO ACCESS ALLIANCE

By: Julia Johnson
Name: Julia Johnson
Title: Chairman & President

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