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Division of Corporations

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
TEDDY BEARS FOR KIDS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006(1) of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is TEDDY BEARS FOR KIDS, INC.

2. The following amendments to the Articles of Incorporation were adopted by the Directors of the Corporation on the 1st day of JULY, 2006, in the manner prescribed by the Florida Business Corporation Act:

A. Article III is hereby deleted entirety and, in its place insert the following:

Article III

"Corporate Purpose

The specific purpose for which this Corporation is organized is:

3.1 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 ("IRC") or corresponding Sections of any future federal tax code.

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3.2 Said Corporation shall be organized and its primary purpose shall be to collect teddy bears to be distributed to sick and needy kids in hospitals, foster care, hospice facilities, police, fire departments, etc. Funds contributed will be used to pay expenses and purchase additional teddy bears. There shall be no discrimination by this organization nor its directors based on race, creed, color, sex, national or ethnic origin."

B. Article VII, which identifies the initial officers and directors shall be amended in order to add Jerry L. Joyce, located at 204 N. MacDill Ave., Tampa, Florida 33609, as a Director and as President of the Corporation.

C. The following additional Articles shall be added:

"ARTICLE VIII

Powers

Except as stated below, this Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized.

ARTICLE IX

Limitation of Corporate Powers

9.1 No part of the net earnings of this Corporation shall inured to the benefit of, or be distributable to its officers, directors, 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 these Articles of Incorporation. 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) of any political campaign on behalf of or in opposition to any candidate for public office.

9.2 Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or the regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) or regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code.

ARTICLE X

Term of Existence

The term for which this Corporation is to exist shall be perpetual.

ARTICLE XI

By-Laws

The By-Laws of this Corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the By-laws shall have been mailed by the Secretary to all of the members of the Board of Directors at least Ten (10) days before the meeting.

ARTICLE XII

Dissolution

Upon the dissolution of this Corporation or the winding up of its affairs, the assets of this Corporation shall be distributed exclusively to charitable, religious, scientific, literary, educational, or organizations which would then qualify for the provisions of IRC Section 501(c)(3) and the regulations issued thereunder, 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 purpose; and no director, officer or private individual shall be entitled to share in the distribution of any assets.

ARTICLE XIII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended, altered, changed, or repealed in whole or in part by a majority vote of the Board of Directors of this Corporation at any meeting of the Corporation duly called and convened; provided notice of the proposed action shall have been communicated to the Board of Directors prior to the meeting as provided in the By-Laws."

3. The number of votes cast for the amendment by the Directors was sufficient for approval. There are no shareholders or members in the Corporation.

EXECUTED BY the undersigned officers of the Corporation on the 1st day of JULY, 2006.

TEDDY BEARS FOR KIDS, INC.

By: Jerry L. Joyce, President

By: Carol V. Richardson, Secretary