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Amend
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EMILY R. KERNS

JOHN W. DONAHOO

(1907 - 1993)

June 15, 2007

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

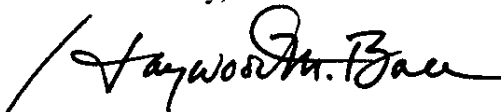
RE: Our File No.: 5266.002
"FRIENDS" Respond in Every Need Doing Something, Inc., a not for profit
corporation
Document Number N007000000445

To Whom It May Concern:

With reference to the above not for profit corporation, enclosed please find Articles of Amendment to Articles of Incorporation dated June 13, 2007, in duplicate, and our check in the amount of \$35.00, for the filing fee. Please acknowledge receipt and filing.

If any additional information is needed, please contact the undersigned. Your cooperation is appreciated.

Sincerely,



Haywood M. Ball

HMB/jmh

Enclosures

cc: Ms. Elizabeth Barnhardt

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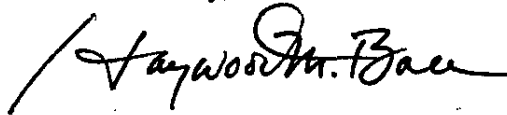
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
"FRIENDS" RESPOND IN EVERY NEED DOING SOMETHING, INC.**

The Articles of Incorporation of "FRIENDS" Respond In Every Need Doing Something, Inc., a Florida not-for-profit Corporation (the "Corporation") which were filed on January 17, 2007 and assigned Document No. N07000000445 are hereby amended to add the following Articles:

**ARTICLE IX
DISSOLUTION AND DISTRIBUTION**

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 public purpose.

**ARTICLE X
MISCELLANEOUS PROVISIONS**

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or directors, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

(2) 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.

(3) 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.

The foregoing amendment was adopted on the 13th day of June, 2007, by all of the directors and stockholders of the Corporation by written consent pursuant to the provisions of Sections 617.0821 of the Florida Statutes.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Corporation, by and through its president and secretary, has executed these Articles of Amendment this 13th day of June, 2007.

"FRIENDS" Respond In Every Need Doing
Something, Inc.

By: Rev. Elizabeth Barnhardt
REV. ELIZABETH BARNHARDT
Its: President

By: Rev. Elizabeth Barnhardt
REV. ELIZABETH BARNHARDT
Its: Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13th day of June, 2007 by REV. ELIZABETH BARNHARDT, as President and Secretary of "FRIENDS" Respond In Every Need Doing Something, Inc., a Florida not-for-profit Corporation, on behalf of the Corporation, who [☒] is personally known to me or [☐] produced a Florida drivers license as identification [check one].

Haywood M. Ball
Notary Public
State of Florida at Large
HAYWOOD M. BALL
[.....]
Print Name below signature



My Commission No.: _____

My Commission Expires: _____