

NO 7000002329

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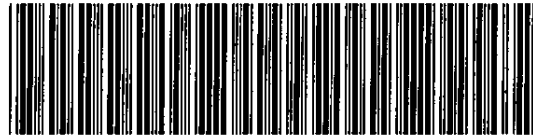
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APPROVED  
AND  
FILED

07 APR 20 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

G. Goulet

APR 25 2007

**Upon a Star Foundation, Inc.  
987 North Collier Boulevard  
Marco Island, FL 34145**

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, FL 32314

April 17, 2007

Dear Sir or Madam,

Please find enclosed for filing Amended Articles of Incorporation for Upon a Star Foundation, Inc. which was formed March 7, 2007 with Document Number N07000002329. Also enclosed is a check for \$43.75 for representing the \$35 filing fee and the \$8.75 certified copy request fee.

Please send back a certified copy of the filing in the envelope which I have enclosed.

If you have any questions, please do not hesitate to contact me at (239) 394-5567.

Sincerely,

A handwritten signature in cursive script, appearing to read "Gina Bendetta", enclosed within a large, loopy circular flourish.

Gina Bendetta  
Secretary  
Upon a Star Foundation, Inc.

**FAX COVER SHEET**

**To: Cheryl, Division of Corporations**  
**Fax number: 850-245-6897**

**Re: UPON A STAR FOUNDATION, INC.**

**From: Gina Ferruccio Bendetta, Esquire**  
**Telephone: 239-394-5567**

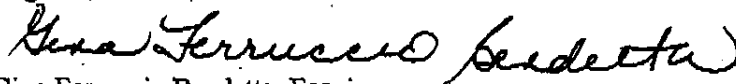
Dear Cheryl,

First let me take the opportunity to say thank you for your diligence and assistance with the Amended Articles. I certainly appreciate it.

I am faxing you page one containing the additional article. In the original Amended Articles, it was named Article Four, but upon looking at the Articles of Incorporation filed in March, the last Article was number VIII. Thus, the Amended Articles Nine and Ten will correlate perfectly.

Thanks again for your assistance with this matter.

Regards,

  
Gina Ferruccio Bendetta, Esquire

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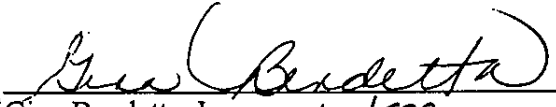
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DIVISION OF CORPORATIONS

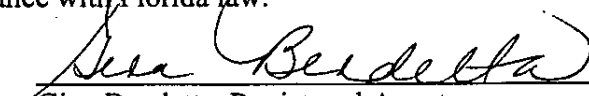
**ARTICLE TEN**  
**Articles of Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State or local government for public purposes. 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 organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has set forth her hand this 29<sup>th</sup> day of March, 2007.

  
Gina Bendetta, Incorporator /sec.

The undersigned does hereby accept appointment as registered agent for this corporation. The undersigned is familiar with and accepts the obligations of the position, and will discharge same in accordance with Florida law.

  
Gina Bendetta, Registered Agent

APPROVED  
AND  
FILED

07 APR 20 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION  
FOR  
UPON A STAR FOUNDATION, INC.**

These Amended Articles of Incorporation were adopted by a majority of the Board of Directors of Upon a Star Foundation, Inc. at a meeting of such Board on April 16, 2007 pursuant to § 617.1002(1)(b) of the Florida Statutes. There are no members of Upon a Star Foundation, Inc.

**ARTICLE NINE  
Purposes**

As a limitation, the purposes for which this organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any United States Internal Revenue Law. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise notwithstanding any other provision of these Articles. This organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law. The purposes for which the corporation is organized are as follows:

(a) To receive gifts, contributions and grants of money or property from individuals, private organizations, public sources and any agency of Collier County, Florida, the State of Florida, any municipality thereof, or of the United States of America, and to apply, pay over or disburse those gifts, contributions and grants or their proceeds for the benefit of the people residing, working in or visiting Collier County, Florida, with this objective to be furthered by funding, assisting or undertaking programs and activities designed to raise money for programs which will assist financially needy Collier County, Florida residents to participate in recreational or academic activities which foster leadership, sportsmanship, and/or any other positive values or skills consistent with positive family or community values.

(b) To operate without pecuniary profit or financial gain in fulfilling this purpose.