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February 8, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TYLER GOLDBERG FOUNDATION, INC.

1830 MAIN STREET

100

WESTON, FL 33326US

SUBJECT: TYLER GOLDBERG FOUNDATION, INC.

REF: N07000004523

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the date of adoption on the first page to February 7, 2008 since the corporation was not in existence on February 7, 2007.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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Annette Ramsey
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TYLER GOLDBERG FOUNDATION, INC.**

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, **TYLER GOLDBERG FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation") hereby adopts the following Articles of Amendment ("Amendment") to its Articles of Incorporation (the "Articles"). The Amendment was approved by all of the members of the Board of Directors of the Corporation on February 7, 2008. Pursuant to Section 2.1 of the Corporation's By-laws, the Corporation has no members.

1. Article II of the Articles are deleted in their entirety and restated as follows:

The principal place of business address:

c/o Lee Nossen
1111 Birchwood Road
Weston, FL 33327

The mailing address of the corporation is:

c/o Lee Nossen
1111 Birchwood Road
Weston, FL 33327

2. Article III of the Articles are deleted in their entirety and restated as follows:

Said Corporation is organized exclusively for charitable 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, or the corresponding section of any future tax code. These purposes include, but are not limited to, charitable, educational and medical research support to address and combat the problems associated with children suffering injuries during operation of personal watercraft.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided for and allowed under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code), 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.

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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 tax code, or (b) by a corporation, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code, or the corresponding sections of any future tax code.

3. A new Article IX of the Articles is hereby inserted as follows:

ARTICLE IX

Upon the dissolution of this 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 shall be distributed to the federal government, or to a state or local government, for a public purpose.

4. Except as amended above, the Articles of Incorporation of the Corporation, as filed with the Secretary of State of the State of Florida on May 7, 2007, shall remain in full force and effect.
5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed the foregoing Articles of Amendment to the Amended and Restated Articles of Incorporation this 7th day of February, 2008.

TYLER GOLDBERG FOUNDATION, INC.

By:


Lee Nossen
President

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