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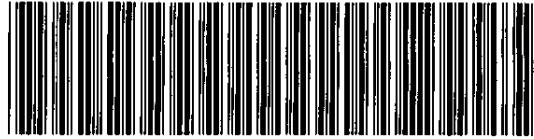
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07 NOV -8 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
(38)

DATE: November 6, 2007

TO: Business Corporation
State of Florida
PO Box 6327
Tallahassee, FL 32314

FROM: South Lake Rotary Foundation, Inc
PO Box 121333
Clermont, FL 34712-1333

To Whom It May Concern:

Enclosed please find a copy of our Articles of Organization. We have filed for a 501(c)3, and received required changes by the IRS. These changes "must show that it has been properly filed and approved by your appropriate state agency."

I have requested a 2 week extension of time from the IRS but would appreciate your earliest attention to this matter.

Any questions please contact me at 352-429-8619.

Thank you for your time and consideration in this matter.

A handwritten signature in cursive script, reading "Michele Beyler".

Michele Beyler

Articles of Amendment to
Articles of Incorporation

ARTICLE I

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, do hereby certify:
Non-Profit Corporation under the Non-Profit Corporation Law of the United States, do hereby

First: The name of the Corporation shall be South Lake Rotary Foundation, Inc.

Second: The place in this state where the principal office of the Corporation is to be located is the City of Clermont, Lake County.

Third: Said organization is organized 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, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name	Address	
Larry Rice	14826 Greater Pines	Clermont, FL 34711
Michele Beyler	15130-85 Timber Village Rd	Groveland, FL 34736
John Vasconcellos	201 Hunt St	Clermont, FL 34711
Denny Blankenship	2544 Squaw Creek	Clermont, FL 34711
Ed Pauley	1693 12 th Street	Clermont, FL 34711
Richard Erwin	3708 Fairfield Dr	Clermont, FL 34711
Roger Pierce	2450 Shelby Lane	Clermont, FL 34711
Anthony Myers	10842 Lake Minneola Shores	Clermont, FL 34711
Anna Rose Pauley	1693 12 th Street	Clermont, FL 34711

Fifth: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, 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.

Sixth: 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, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 purposes.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION AMENDMENTS

Amendment One

FOURTH: Removed Robert Peraza and added Anthony Myers

FIFTH: Paragraph One. All references to the word "corporation" changed to "organization per IRS instruction.

FIFTH: Paragraph One, Sentence One. Changed the wording 'Article Third hereof' to "purpose clause hereof" per IRS instruction.

FIFTH: Paragraph One, Sentence Two. Removed the wording "or in opposition to" per IRS instruction.

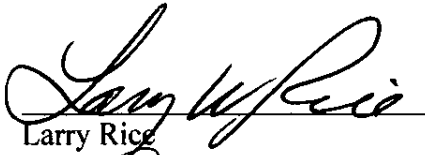
FIFTH: Paragraph One, Sentence Three. Changed the wording "these articles" to "this document" per IRS instruction.

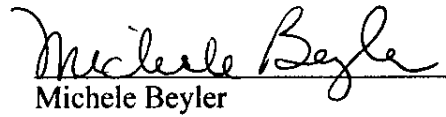
FIFTH: Paragraph Two. Deleted entire paragraph beginning with "If reference to federal...

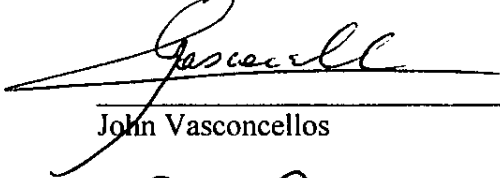
SIXTH: Paragraph One. All references to the word "corporation" changed to "organization per IRS instruction.

SIXTH: Paragraph One Sentence Two. Changed the wording "Court of Competent Jurisdiction" to "Court of Common Pleas" per IRS instruction.

In witness whereof, we have hereunto subscribed our names this day of Nov 6 2007

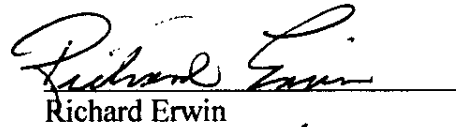

Larry Rice

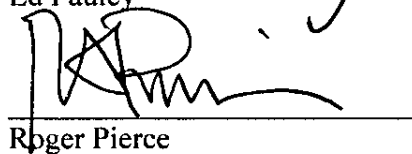

Michele Beyler

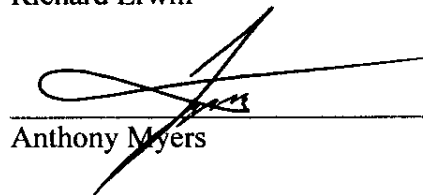

John Vasconcellos

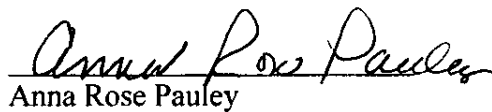

Denny Blankenship


Ed Pauley


Richard Erwin


Roger Pierce


Anthony Myers


Anna Rose Pauley

These amendments were adopted by the Board of Directors on November 6, 2007.
There are no members.