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DOWNTOWN HELPING HANDS FOUNDATION, INC.

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AMENDMENT OF
ARTICLES OF INCORPORATION
OF
DOWNTOWN HELPING HANDS FOUNDATION, INC.,
(DOCUMENT NO. N07000006484)

Pursuant to the provisions of Section 617.1006, Florida Statutes, DOWNTOWN HELPING HANDS FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III paragraph A. of the Corporation's Articles of Incorporation has been amended to read as follows:

"A. The Corporation is primarily organized to enhance and promote education and awareness regarding the homeless, mentally ill within the community."

SECOND: Article VI paragraph E. of the Corporation's Articles of Incorporation has been amended to read as follows:

"E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Tim Harris	201 S. Narcissus Avenue, #403 West Palm Beach, FL 33401
Howard Pincus	610 Clematis Street, #410 West Palm Beach, FL 33401
Dr. Garcia Joaquin	502 28 th Street West Palm Beach, FL 33407
Bruce Sutka	Sutka Productions 424 Palm Street West Palm Beach, FL 33402
Art Bullard	200 2 nd Street P.O. Box 3366 West Palm Beach, FL 33402
Alan Levine	114 Murray Road West Palm Beach, FL 33401

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Amelia Ostrosky

201 S. Narcissus Avenue, #801
West Palm Beach, FL 33401"

THIRD: Article VI paragraph H. of the Corporation's Articles of Incorporation has been amended to read as follows:

"H. The Directors elected at the annual meeting shall take their seat on the Board of Directors at the January monthly meeting each year. Directors shall serve a two (2) year term. Directors may serve up to three (3) consecutive terms for a total of 6 years. At the first Board of Directors meeting one-half of the Board of Directors will be elected to a one (1) year term and one-half will be elected to a two (2) year term."

FOURTH: The foregoing amendment was adopted on ^{Sept.} ~~August~~ 7, 2007 by the Board of Directors of the Corporation.

FIFTH: In that the Corporation has no members, the foregoing amendment was approved by the unanimous consent of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, DOWNTOWN HELPING HANDS FOUNDATION, INC., has caused these Articles of Amendment to be signed by its Chairman this 8th day of November, 2007.

DOWNTOWN HELPING HANDS FOUNDATION,
INC., a Florida not-for-profit corporation

By: 

Dr. Joaquin Garcia, Chairman

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