

No 70000008813

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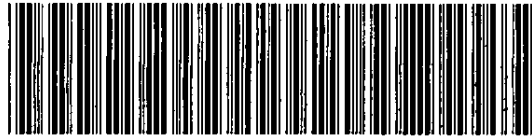
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts JUN 13 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PANZOU PROJECT, INC.

DOCUMENT NUMBER: N07000008813

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LAURA KALLUS

(Name of Contact Person)

PANZOU PROJECT, INC.

(Firm/ Company)

1541 NE 167TH STREET

(Address)

NORTH MIAMI BEACH, FL 33162

(City/ State and Zip Code)

For further information concerning this matter, please call:

LAURA KALLUS

(Name of Contact Person)

at (305) 956-2523

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
OF
PANZOU PROJECT, INC.

A Florida "Not for Profit" Corporation

Document Number N07000008813

FILED
08 JUN 12 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** ("Corporation"), adopts the following amendment(s) to its Articles of Incorporation:

FIRST: Article III is hereby deleted and replaced with the following:

A. CORPORATE PURPOSES

- A. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

B. 501(c)(3) LIMITATIONS

- A. CORPORATE PURPOSE: Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

- C. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of

the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

- D. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

SECOND: Article VIII is hereby adopted as follows:

- A. INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

THIRD: The date of adoption of the amendments was March 12, 2008.

FOURTH: Adoption of Amendments.

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the sole incorporator.

PanZOu Project, Inc.

By:


President

Date: 3/12/08


Ron Werner (print name)