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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 19, 2008

JOSEPH C. KEMPE
941 N. HIGHWAY A1A
JUPITER, FL 33477

SUBJECT: GIFT OF A DOLLAR FOUNDATION, INC.
Ref. Number: N07000009965

We have received your document for GIFT OF A DOLLAR FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 208A00016534

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gift of a Dollar Foundation, Inc.

DOCUMENT NUMBER: N07000009965

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

Please return all correspondence concerning this matter to the following:

Joseph C. Kempe, Esquire

(Name of Contact Person)

Joseph C. Kempe, P.A.

(Firm/ Company)

941 N. Highway A1A

(Address)

Jupiter, FL 33477

(City/ State and Zip Code)

For further information concerning this matter, please call:

Karen Walsh

(Name of Contact Person)

at (561) 747-7300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
GIFT OF A DOLLAR FOUNDATION, INC.**

**ARTICLE I
Name**

The name of the non-profit corporation is the Gift of a Dollar Foundation, Inc. ("Corporation").

**ARTICLE II
Filing Date**

The filing of the Articles of Incorporation for the Corporation with the Florida Department of State was on October 11, 2007, Document No. N7000009965 ("Articles").

**ARTICLE III
Amendment**

Article IV of the Articles has been amended to remove the following director from the Board of Directors (see attached Resignation):

Joseph C. Kempe

Article IV is further amended to appoint the following person as a director to the Board of Directors:

Cara Scarola
111 Via Veracruz
Jupiter, FL 33458

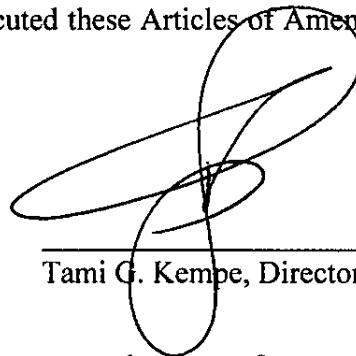
The power to adopt, alter, amend, or repeal the regulations of the Corporation is vested entirely in the directors.

**ARTICLE IV
Adoption**

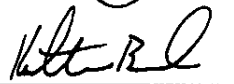
These amendments were adopted by the Board of Directors by written consent in lieu of meeting on March 14, 2008. There are no members entitled to vote.

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CLERK OF STATE
TALLAHASSEE, FL 32304

IN WITNESS WHEREOF, we have executed these Articles of Amendment on this 24th
day of March, 2008 at Jupiter, Florida.

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

Tami G. Kempe, Director

A handwritten signature in black ink, appearing to read 'K.A. Barski' with a small dot at the end.

Katherine A. Barski, Director

GIFT OF A DOLLAR FOUNDATION, INC.

DIRECTOR RESIGNATION

I, Joseph C. Kempe, hereby resign as Director of Gift of a Dollar Foundation, Inc., Document No. N07000009965, a corporation organized under the laws of the State of Florida, effective as of March 14, 2008.



Joseph C. Kempe