

N07000011445

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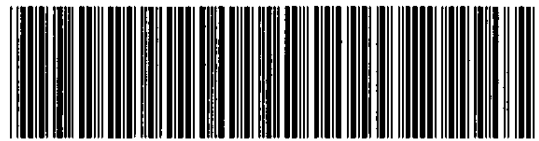
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLETTE

MAR 13 2009

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AURORAS VOICE INC.

DOCUMENT NUMBER: N07000011445

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

Please return all correspondence concerning this matter to the following:

PABLO F. DEL REAL
(Name of Contact Person)

(Firm/ Company)

521 SOUTHRIDGE ROAD
(Address)

DELRAY BEACH, FL 33444-2229
(City/ State and Zip Code)

For further information concerning this matter, please call:

PABLO F. DEL REAL at (561) 901-3467
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is 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
to
Articles of Incorporation
of**

AURORAS VOICE INC.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000011445

(Document number of corporation (if known))

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

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may **not** be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III is hereby deleted in its entirety and replaced by Article III, entitled "Purposes", as attached.

Article VIII, entitled "Dissolution", and Article IX, entitled "Restrictions", are hereby added, as attached.

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(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 16 February 2009

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- 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 board of directors.

Signature P. del Real
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

PABLO F. DEL REAL

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

Attachment to
Articles of Amendment
to
Articles of Incorporation
of Auroras Voice, Inc.
Document Number N07000011445

Amendments Adopted:

Article III is hereby deleted in its entirety and replaced by the following Article III entitled "Purposes" as adopted by the Board of Directors.

Article III
Purposes

The corporation is organized exclusively for general charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Specifically, the corporation is organized to educate and encourage U.S. citizens to participate in the democratic process and advise their U.S. Congressmen on their opinions concerning upcoming Congressional votes.

Articles VIII entitled "Dissolution" and Article IX entitled "Restrictions" as adopted by the Board of Directors are hereby added as follows.

Article VIII
Dissolution

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 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.

Article IX
Restrictions

No part of the net earnings or assets of the corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. The corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No part of the activities of the corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The corporation may

not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a not-for-profit corporation organized under the laws of State of Florida.

The corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Dated: Feb. 16, 2009

By: P. del Real
Pablo F. del Real
President, Auroras Voice Inc.
For the Board of Directors

**AURORAS VOICE, INC.
WRITTEN CONSENT IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS**

The undersigned, being the Board of Directors of AURORAS VOICE, INC., a Florida not-for-profit corporation (the "Corporation"), in lieu of a meeting of the Board of Directors of the Corporation, hereby waive all notice required by Florida Statutes and hereby consent and agree, pursuant to Sections 607.0205, 607.0704 and 607.0821 of the Florida Statutes, to the following actions and to the adoption of the following resolutions:

1. Articles of Incorporation.

WHEREAS, The Corporation's Articles of Incorporation were duly filed with the Department of State of the State of Florida on November 23, 2007.

RESOLVED, The Corporation's Articles of Incorporation are hereby amended as set forth in Exhibit "A" which is attached hereto and incorporated herein by reference to amend the Corporation's purpose, and add provisions concerning corporate dissolution and restrictions as required by the Internal Revenue Code for tax-exempt organizations. A copy thereof shall be inserted in the Minute Book of the Corporation preceding this Written Consent.

2. IRS Recommended Conflict of Interest Policy.

RESOLVED, that the Conflict of Interest provisions as recommended by the IRS and as set forth in Appendix A to the IRS instructions to Form 1023 and attached hereto and incorporated by reference as Exhibit "B" is hereby adopted by the Board of Directors as part of the Bylaws of the Corporation for the conduct of its affairs pertaining to conflicts of interest that may arise with regard to the Board of Directors and Corporation. Said Conflict of Interest Policy shall be inserted in the Minute Book of the Corporation following this Written Consent.

3. Election of Directors.

RESOLVED, that the Directors of the Corporation hereby ratifies the prior election of the following Directors to serve as Officers and Directors until their successors are duly elected and qualified, or until their earlier resignation, removal or death:

Pablo F. del Real - Director and President
Dinyar Mehta - Director
Emma del Real - Director

4. Ratification of Prior Acts.

RESOLVED, that all actions taken by and agreements entered into by the Incorporator, Directors and/or Officers of the Corporation, on behalf of the Corporation, prior to the date of

incorporation, and from the date of incorporation up to the date of this Written Consent, are hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the Directors of the Corporation have duly executed this Written Consent in Lieu of Meeting of the Board of Directors as of February 16, 2009.

DIRECTORS
AURORAS VOICE INC.

P. del Real

Pablo F. del Real

D. Mehta

Dinyar Mehta

Edel Real

Emma del Real