

N07000011806

Florida Department of State
Division of Corporations
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MAMA SCHOLARSHIP PROGRAM, INC.**

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April 18, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MAMA SCHOLARSHIP PROGRAM, INC.
6011 S.W. 136 AVENUE
SOUTHWEST RANCHES, FL 33330

SUBJECT: MAMA SCHOLARSHIP PROGRAM, INC.
REF: N07000011806

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amendments for nonprofit corporations are filed in compliance with 617.1006, Florida Statutes.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT TO
AMEND ARTICLES OF INCORPORATION
MAMA SCHOLARSHIP PROGRAM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of chapter 617, Florida Statutes the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on December 10, 2007.

FIRST: The following article is amended and should read as follows:

Article II- Purpose

The corporation is organized exclusively for the purpose of providing scholarships for needy children pursuant to Florida Statutes Section 212.08(7) and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code.

SECOND: The following articles are added and should read as follows:

Article III - Permitted Activities

Notwithstanding, any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

Article IV - Shares

This corporation is organized under a non-stock basis.

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Articles XIII – Dedication of Assets

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational and cultural purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Articles XIV – Distribution of Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office

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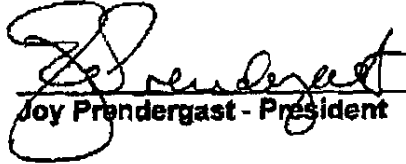
THIRD

The amendment was adopted by the Board of Directors on the 11th day of April, 2011 with the full consent and unanimous approval of all Member entitled to vote.

FOURTH:

The amendment was adopted by the Member on the 11th day of April, 2011.

MAMA SCHOLARSHIP PROGRAM, INC.


Joy Prendergast - President

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