

N08000002516

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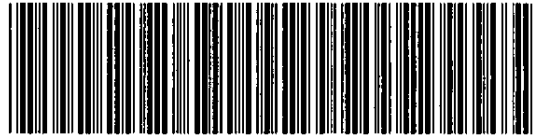
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Adopt An Orphanage Foundation, Inc.

DOCUMENT NUMBER: N08000002516

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

Please return all correspondence concerning this matter to the following:

Zaneta Denkerova

(Name of Contact Person)

(Firm/ Company)

707 Oriole Circle

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

For further information concerning this matter, please call:

Zaneta Denkerova

(Name of Contact Person)

at (561) 306-3413

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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**

FILED

2008 JUN -2 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adopt An Orphanage Foundation Inc

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

N08000002516

(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:

Adopt An Orphanage Foundation, Inc. has adopted the following Amendments to our Articles and is hereby filing our Amendments with the Secretary of State. The Amendments do not require approval of members. The Amendments were approved by a sufficient vote of the Board of Directors.

Amendment 1.

Date Adopted May 12, 2008

The Corporation is organized exclusively for charitable, educational or religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), including, but not limited to the following:

To feed, clothe and provide financial assistance to orphanages in underdeveloped countries.

Amendment 2.

Date Adopted May 12, 2008

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, scientific, literary, religious or educational purposes and shall at the time qualify as an exempt organization described in Section 501(c) (3). Any such assets not disposed of shall be disposed of by the Superior Court of the County

in which the principal office of the Corporation is then located, to another organization as said the court shall determine, to be used in such a manner as in the judgment of the court will best accomplish the general purposes for which the dissolved organization was organized.

The date of adoption of the amendment(s) was: MAY 12th, 2008

Adoption of Amendment(s)

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 12th day of May, 2008.

Signature

_____

Name

ZANEIA Denkerova

Title

President