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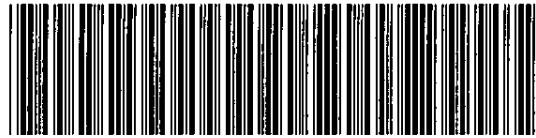
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FILED  
08 APR - 8 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
04/11/08  
Dc

FRANCIS RISING STARS FOUNDATION, INC

20431 NW 2<sup>nd</sup> Court

Miami, Florida 33169

March 18, 2008

Amendment Section

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

**NAME OF CORPORATION:** FRANCIS RISING STARS FOUNDATION, INC.

**DOCUMENT NUMBER:** N08000002558

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

Vilma D. Martin Francis  
Francis Rising Stars Foundation, Inc  
20431 NW 2<sup>nd</sup> Court  
Miami, Florida 33169

Enclosed is a check in the amount of \$35.00 covering the filing fee.

Very truly yours,

Vilma D. Martin Francis

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FRANCIS RISING STARS FOUNDATION, INC**

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Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not for Profit Corporation* adopts the following amendments to its Articles of Incorporation:

**FIRST:**

**AMENDMENTS ADOPTED**

**ARTICLE III – PURPOSE:** the original wording is deleted and the Purpose is amended to read as follows:

Francis Rising Stars Foundation, Inc., is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code; and to engage in any lawful purpose under The Not For Profit Corporation Act, and to distribute the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific, literary, educational, or fostering national or international amateur sports purposes, either directly or by contributions to organizations that qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code (the “Code”) of 1986 and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

The primary activities are (a) to provide tennis training, (b) to provide tennis equipment, (c) to provide tournament funding and travel expenses, and (d) to provide scholarships to youngsters who are economically disadvantaged. Francis Rising Stars Foundation, Inc., is not a private foundation as defined under Section 509 of the Code, and shall receive a substantial part of its support directly or indirectly from contributions from the public.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII – DIRECTORS/OFFICERS: the original wording is amended to read as follows:

Directors

Vilma D. Martin Francis  
20431 NW 2<sup>nd</sup> Court  
Miami, Florida 33169

Wayne Edwards  
\_\_\_\_\_  
\_\_\_\_\_

Neville R. Francis  
20431 NW 2<sup>nd</sup> Court  
Miami, Florida 33169

Sophia Stevens  
\_\_\_\_\_  
\_\_\_\_\_

Veronica Colonel  
\_\_\_\_\_  
\_\_\_\_\_

Officers

Vilma D. Martin Francis – President / Treasurer  
Neville Francis– Vice President  
Sophia Stevens - Secretary

ARTICLE IX – EARNINGS: this article is added and reads as follows:

No part of the net earnings of Francis Rising Stars Foundation, Inc., shall inure to the benefit of or be distributed to any Directors or Officers of the corporation, and no director or Officer of Francis Rising Stars Foundation, Inc., or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Francis Rising Stars Foundation, Inc., may pay compensation in a reasonable amount to its Members, Directors, or Officers for services rendered in conformity with its purpose. Any such payment does not constitute distribution of income or profit.

ARTICLE X – DISSOLUTION: this article is added and reads as follows:

Upon winding up and dissolution of Francis rising Stars Foundation, Inc., after paying or adequately providing for the debts and obligations of Francis rising stars Foundation, Inc., the remaining assets shall be distributed to a non-profit fund, foundation, corporation, or organization which is organized and operated exclusively for charitable, educational, fostering of national or international amateur sports, and/ or scientific purposes as specified in section 501 (c) (3) of the Internal Revenue Code, and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code.

**SECOND:**

The date of adoption of the amendment was March 17, 2008. The effective date is March 17, 2008.

**THIRD:**

**ADOPTION OF AMENDMENTS**

There are no members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Signature:

  
\_\_\_\_\_

Vilma D. Martin Francis

Title:

President