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Division of Corporations

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**N08000006294**

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**NATIONAL EXECUTIVE SERVICE CORPS OF MIAMI, INC.**

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12/29/2008 23:28

#813 P.002/004

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12/19/2008 11:49 PAGE 001/001 Florida Dept of State



December 19, 2008

FLORIDA DEPARTMENT OF STATE

NATIONAL EXECUTIVE SERVICE CORPS <sup>Division of Corporations</sup> OF MIAMI, INC.  
247 SW 8TH STREET, #236  
MIAMI, FL 33130

SUBJECT: NATIONAL EXECUTIVE SERVICE CORPS OF MIAMI, INC.  
REF: N08000006294

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

The current name of the entity is as referenced above. Please correct your document accordingly.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

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From:

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**AMENDMENT  
ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**National Executive Service Corps. of  
Miami, Inc.**

**A Florida "Not for Profit" Corporation**

The Corporation has no members.

The Articles of Incorporation of National Executive Service Corps. of Miami, Inc. (the "Corporation") are amended as follows:

1. Article H, Corporate Purposes, is deleted in it's entirety and restated as follows:

**"H. CORPORATE PURPOSES:** The Corporation is organized and shall be operated exclusively for scientific, educational, and/or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the same Code section or the corresponding section of any future federal tax code. In particular, and without limiting the foregoing, the specific and primary purposes for which the Corporation is formed shall be to foster, advance and facilitate the development and utilization of effective executive, managerial and technical skills and practices by non-profit organizations, governmental agencies and other public entities and commercial enterprises, assistance to which will advance charitable purposes within the meaning of Code Section 501(c)(3), and in furtherance of the foregoing purposes:

- (a) to conduct research, studies and surveys to determine the specific requirements of such organizations for such skills and practices;
- (b) to make available to such organizations the services of executive, managerial and technical persons qualified in skills and practices required, and
- (c) to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes as permitted by the Florida Not For Profit Corporation Act, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies."

2. Article I, 501(c)(3) Limitations, is deleted in it's entirety and restated as follows:

1. **"501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** At no time shall the Corporation carry on

any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation contributions to which are deductible under Code Section 170(c)(2).

**2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

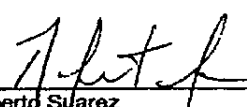
**3. NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

**4. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**5. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation."

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by the Board of Directors of the Corporation on Dec 17 2008.

This Amendment to the Articles of Incorporation of the Company are hereby executed on December 17 2008.

  
Robert Suarez  
Chairman of the Board

