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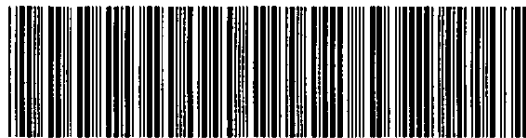
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2009 SEP 18 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Seraphim Resource Center

DOCUMENT NUMBER: N08000008655

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

Please return all correspondence concerning this matter to the following:

Juliette Payen
(Name of Contact Person)

(Firm/ Company)

638 N.E. 83rd Terrace #4
(Address)

Miami/ Florida 33138
(City/ State and Zip Code)

seraphiminc@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Juliette Payen at (305) 798-1678
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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☐ \$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
SERAPHIM RESOURCE CENTER, INC.**

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2009 SEP 18 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N08000008655
(Document Number of Corporation)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted:

**Article II (AMENDED)
Principle Office**

The principle place of business and mailing address of the corporation is: **638 NE 83rd Terrace, Miami, Florida 33138.**

**Article III (AMENDED)
Purpose and Objectives**

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. This corporation is organized exclusively for any lawful purpose to retain non-profit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a non-profit corporation pursuant to the laws of the state of Florida, its municipalities, county governments, and the United States.

The primary objectives and purpose of Seraphim Resource Center, Inc. shall include, but not be limited to the following:

To establish and adult daycare that promotes adult literacy programs that include: arts and culture classes, exercise and yoga for adults, safety awareness, nutrition and music, and computer. The Seraphim Resource Center will provide services that are aimed at preserving, enhancing, and restoring the quality of life for the adults that are part of this community.

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Article V (AMENDED)
Nonprofit Capitalization

No part of the income of the corporation shall inure to the benefit of any member, trustee, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with furtherance of its purposes and no member trustee, director or officer of the Corporation or any private person shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

Article VII (AMENDED)
Member Liability

The private property of this Corporation's members, directors or officers shall not be subject to the payment of Corporation debts to any extent whatsoever. No director or officer shall be liable for relying in good faith upon the books or account or reports made to the Corporation by any of its officials, members or by an independent accountant selected by the Board of Directors or by any committee so designated by the Corporation, or in relying in good faith upon any other records of the Corporation.

Article IX (Added)
Activities Prohibited

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 1954 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code).

Article X (Added)
Dissolution

Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of the debts and obligations of the Corporation, distribute the remaining assets and property (after necessary expenses thereof) to such organizations as shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as named. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized for such purposes as qualify them as exempt organizations.

Article XI (Added)
Registered Agent

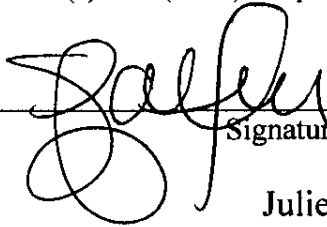
The street address of the registered office of the corporation is 638 NE 83rd Terrace, Miami, Florida 33138 and the name of its initial registered agent at such address is Juliette Payen.

SECOND: The date of adoption of the amendment(s) was: 7-31-09

THIRD: Adoption of Amendment (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 of President

Juliette Payen

Typed or printed name

President
Title

07/31/09
Date

