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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/17/10--01032--006 **35.00

Amend

TB

DEC 20 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: EARTHCORP FOUNDATION INC.

DOCUMENT NUMBER: N 0900000 3270

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

Please return all correspondence concerning this matter to the following:

TYRONE CHERRY

(Name of Contact Person)

(Firm/ Company)

904 WINDERMERE WAY

(Address)

PALM BEACH GARDENS, FL 33418

(City/ State and Zip Code)

THINKOFTY@GMAIL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

TYRONE CHERRY

(Name of Contact Person)

at (561) 542-9977

(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 &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

EARTHCORP FOUNDATION INC.

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

N09 00000 3270

(Document Number of Corporation (if known))

FILED
2010 DEC 17 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

New Registered Office Address:

(Florida street address)

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

E: If amending or adding additional Articles, enter change(s) here:

ARTICLES OF AMENDMENT:

**EARTHCORP FOUNDATION INC.
(A Florida Not for Profit Corporation)**

<Document Number N09 00000 3270, filed April 2,2009>

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

THE AMENDMENTS

The Articles of Incorporation of the EARTHCORP FOUNDATION INC. are hereby amended as follows:

1. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:

**Article III
Corporate Purposes**

A. The exclusive purpose of this Corporation is to engage in charitable, educational, or scientific activities, and environmental preservation as further defined in the Bylaws, pursuant to section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, 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. The following additional Article is hereby added to the Articles of Incorporation. Article VIII reads as follows:

**Article VIII
501(c)(3) Limitations**

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code..

B. **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.

C. **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.

D. **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 date of each amendment(s) adoption: November 1, 2010
(date of adoption is required)

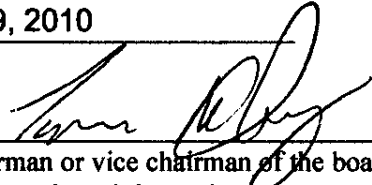
Effective date if applicable:
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

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

Dated November 9, 2010

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Tyrone Cherry
(Typed or printed name of person signing)

President
(Title of person signing)