

N09000003530

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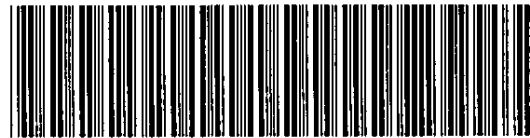
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TALLAHASSEE, FLORIDA

G. HARVEY

JUN 30 2009

EXAMINER

JOHN C. GOEDE, P.A.

A LEGAL PROFESSIONAL ASSOCIATION
Attorney at Law

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Please direct all correspondence to: 9915 Tamiami Trail North, Suite #1, Naples, FL 34108

June 1, 2009

Department of State
Division of Corporations
Attn: Gretchen Harvey
P.O. Box 6327
Tallahassee, Florida 32314

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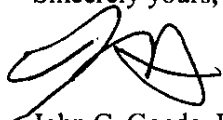
Re: *Articles of Amendment to Articles of Organization*
NIFF, INC., a Florida not-for-profit corporation

Dear Gretchen:

Please find enclosed the \$10.00 for the Amendment to Articles of Incorporation for NIFF, Inc., a *Florida not-for-profit corporation*.

Thank you in advance for your prompt attention to this matter.

Sincerely yours,


John C. Goede, Esq.

JCG/jg
Enclosures as stated

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
NIFF, INC.**

FIRST: The Articles of Inc. were filed on April 6, 2009 and assigned document number N09000003530.

SECOND: This amendment is submitted to amend the following:

**ARTICLE I
NAME AND DURATION**

The name of the Corporation (the "Corporation") is NIFF, Inc. The term of existence of the Corporation is perpetual. The corporate existence will commence upon filing of these Articles by the Department of State.

**ARTICLE II
ADDRESS**

The initial principal office or mailing address of the Corporation is:

1100 Sixth Avenue South
Suite 226
Naples, Florida 34102

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of:

Contributing to education by increasing students' awareness of the creative process, cultural connection, application of film to their everyday lives, and provides opportunities available to students pursuing a career in the film industry. To showcase and promote film projects developed by independent and student filmmakers. To provide exposure to the culturally and economically diverse community by raising awareness of the art and business behind cinematography.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be c/o Law Office of John C. Goede, P.A., 9915 Tamiami Trail N., Suite 1, Naples, Florida 34108, and its initial registered agent at such office shall be John C. Goede, Esq.

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ARTICLE V
DIRECTORS

There shall be seven (7) Directors of the Board of Directors of the Corporation, who will serve until the first election of Directors. The name and addresses of the Directors are as follows:

Rowan Samuel
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida 34102

John C. Goede
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida 34102

Daniel Linehan
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida 34102

Tim Rowe
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida 34102

Chuck Ardezzone
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida 34102

Mike Lehn
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida

Eric Raddatz
1100 Sixth Avenue South
Suite 2 & 3
Naples, Florida 34102

ARTICLE VI
SPECIAL PROVISION

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any 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 (b) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE VII
DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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TALLAHASSEE, FLORIDA

Dated effective as of June 1, 2009.


John Goede
Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the Corporation is NIFF, Inc.
2. The name and address of the registered agent and office is:

John C. Goede, Esq.
c/o Law Office of John C. Goede, P.A.,
9915 Tamiami Trail
Suite 1
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 617.0502 of the Florida Statutes.

Dated effective as of June 1, 2009.



John C. Goede, Esq.
Initial Registered Agent

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