

Division of Corporations

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SOPHIE'S CIRCLE, INC.**

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September 9, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SOPHIE'S CIRCLE, INC.
933 BEVILLE ROAD
SUITE 102J
SOUTH DARTON, FL 32119

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SUBJECT: SOPHIE'S CIRCLE, INC.
REF: N09000004559

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.

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.

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Sylvia Gilbert
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SOPHIE'S CIRCLE, INC.**

Document number: N09000004559

Pursuant to the provisions of Section 617.1006, Florida Statutes, Sophie's Circle, Inc., a Florida Not Profit Corporation ("Corporation"), adopts the following amendment(s) to its Articles of Incorporation:

1. Article III of said Articles of Incorporation presently identifies the specific purpose of the Corporation as: THE PRIMARY PURPOSE OF THIS CORPORATION IS DEDICATED TO MAKING THE WORLD A BETTER PLACE FOR ANIMALS AND THE PEOPLE WHO LOVE THEM BY RUNNING AND MAINTAINING AN ANIMAL FOOD BANK AND RAISING MONEY TO SUPPORT THE FOOD BANK AND OTHER ESTABLISHED CHARITY GROUPS AND AGENCIES ESTABLISHED TO SUPPORT ANIMAL WELFARE.

and shall be amended to identify the following as the Corporation's specific purpose:

THE PRIMARY PURPOSE OF THIS CORPORATION IS DEDICATED TO MAKING THE WORLD A BETTER PLACE FOR ANIMALS AND THE PEOPLE WHO LOVE THEM BY RUNNING AND MAINTAINING AN ANIMAL FOOD BANK AND RAISING MONEY TO SUPPORT THE FOOD BANK AND OTHER ESTABLISHED CHARITY GROUPS AND AGENCIES ESTABLISHED TO SUPPORT ANIMAL WELFARE.

SAID ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE TAX CODE.

UPON THE DISSOLUTION OF THE 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. ANY SUCH ASSETS NOT DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE ORGANIZATION IS THEN LOCATED, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

2. There are no members or members are not members entitled to vote on this amendment. No directors have been selected. This amendment was approved President.

IN WITNESS WHEREOF, this amendment was executed by Kathleen Blackman, President of SOPHIE'S CIRCLE, INC. and is effective as of the 7th day of September, 2010.


Kathleen Blackman, President

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