

N10000003109

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2010 MAY -3 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

MAY -5 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GROW Africa, Inc.

DOCUMENT NUMBER: N10000003109

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

Please return all correspondence concerning this matter to the following:

Katherine T. Hardtke

(Name of Contact Person)

GROW Africa, Inc.

(Firm/ Company)

2210 SE 5th Ter

(Address)

Cape Coral, FL 33990

(City/ State and Zip Code)

For further information concerning this matter, please call:

Katherine T. Hardtke

(Name of Contact Person)

at (239) 222-6882

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

GROW Africa, Inc.

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

FILED
2010 MAY -3 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N10000003109

(Document number of corporation (if known))

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article IX- Dissolution- Adding- See Attachment

Article III- Purpose- Adding To- See Attachment

(Attach additional pages if necessary)
(continued)

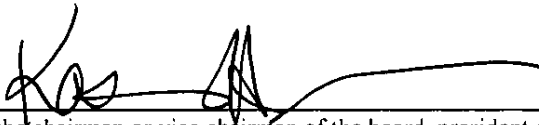
The date of adoption of the amendment(s) was: 4/6/2010

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 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


(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.)

Katherine T. Hardtke

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

GROW Africa, Inc.
Certificate of Incorporation Attachment

ARTICLE III- PURPOSE- Adding To

1. 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.
2. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX- DISSOLUTION

1. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
2. The manner of distribution of assets in this Corporation's winding up is as follows:
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.