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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
Lewis
5-13-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GEMSROC, INC

DOCUMENT NUMBER: N10000010959

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

Please return all correspondence concerning this matter to the following:

Naquetti Swinney-Key
(Name of Contact Person)

GEMSROC, INC.
(Firm/ Company)

2390 NW 63rd Terrace
(Address)

Sunrise, Florida 33313
(City/ State/ and Zip Code)

Enclosed is a check for the following amount:

- ☒ \$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
409 E. Gaines Street
Tallahassee, FL 32399

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
Of
GEMSROC, INC.**

**FILED
11 MAY 12 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

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: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

AMENDING ARTICLE III to read as follows:

ARTICLE III

The Corporation is organized exclusively for educational, religious and charitable 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 the corresponding section of any future federal tax code

ADDING ARTICLE IX to read as follows:

ARTICLE IX

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ADDING ARTICLE X

ARTICLE X

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ADDING Article XI to read as follows:

ARTICLE XI

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ADDING Article XII to read as follows:

ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or other-wise 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ADDING Article XIII to read as follows:

ARTICLE XIII

Upon the 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 or 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 so disposed of shall be disposed of by a Court of competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ADDING Article XIV to read as follows:

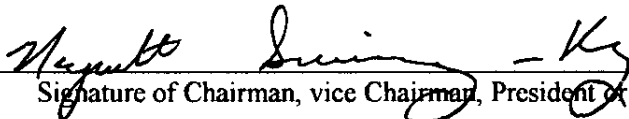
ARTICLE XIV

The corporation shall be non-membership.

SECOND: The date of adoption of the amendment(s) was: May 6, 2011

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast or the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.



Signature of Chairman, vice Chairman, President or other officer

Naquetti Swinney-Key
Typed or printed name

President
Title

May 6, 2011
Date