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EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Rosa Lee Hargrove Foundation, Inc.

DOCUMENT NUMBER: N11000005757

The enclosed *Articles of Amendment* and fee are submitted for filing. An original and one copy are enclosed.

Please return all correspondence concerning this matter to the following:

Jacob Beil

(Name of Contact Person)

Jacob Beil, Attorney-at-Law

(Firm/ Company)

P.O. Box 1126

(Address)

Columbus, GA 31902

(City/ State and Zip Code)

teamhargrove69@gmail.com

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

For further information concerning this matter, please call:

Jacob Beil

(Name of Contact Person)

at (706) 596-9912

(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 &
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(Additional copy is
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☐ \$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

THE ROSA LEE HARGROVE FOUNDATION, INC.

EFFECTIVE DATE
09-01-11

¶1.

The name of the Corporation is THE ROSA LEE HARGROVE FOUNDATION, INC., as currently filed with the Florida Department of State, under Document Number N11000005757.

¶2.

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation by adding additional articles thereto as follows, to-wit:

A. NON-PROFIT STATUS.

(a) The Corporation shall have no stock or stockholders; it is not organized and shall not operate for profit or pecuniary gain; and no part of the net earnings of the Corporation shall inure to the benefit of any director/trustee, officer or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(b) The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and successor provisions thereto (the "Code").

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) No substantial part of the activities of the 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.

(e) The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director/trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities

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of the Corporation shall be transferred exclusively to and shall become the property of such nonprofit funds, foundations or corporation as are designated by the Board of Directors/Trustees of the Corporation and which: (1) are organized and operated exclusively for religious, charitable, hospital, scientific or educational purposes; and (2) have established their tax exempt status under Section 501(c)(3) of the Code.

B. PURPOSE.

(a) The Corporation is a nonprofit corporation and is not organized for the private gain or benefit of any person, director/trustee, or officer. It is organized pursuant to the Florida not-for-profit corporation code, exclusively for the charitable purposes.

(b) For purposes of these Articles of Incorporation, "charitable purposes" include charitable, religious, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

C. DIRECTOR/TRUSTEE AND OFFICER LIABILITY AND INDEMNIFICATION.

(a) No Director/Trustee or Officer shall be personally liable to the Corporation for monetary damages for breach of duty of care, or other duty as a Director/Trustee or Officer, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, provided, however, that such Director/Trustee or Officer has fully complied with and fulfilled his duties in accordance with the standards of care enumerated in the Florida not-for-profit corporation code, as presently constituted, or as may hereafter be amended.

(b) Under the circumstances described in, and to the extent permitted by law, as heretofore and hereafter amended, the Corporation shall fully indemnify and otherwise protect its Directors/Trustees, Officers, and Agents in accordance with and pursuant to, but not limited by, the Florida not-for-profit corporation code

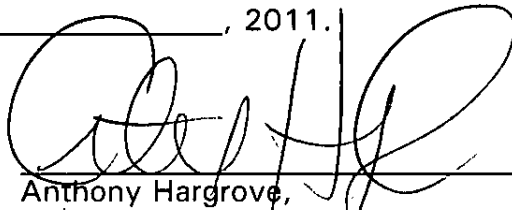
¶3.

The date of each amendments adoption shall be August 1, 2011, effective September 1, 2011.

¶4.

There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Trustees.

This 1st day of August, 2011.

A handwritten signature in black ink, appearing to read 'Anthony Hargrove', written over a horizontal line.

Anthony Hargrove,
Chairman Board of Trustees