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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CARING HEARTS CHARITIES, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARING HEARTS CHARITIES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

Caring Hearts Charities, Inc., a Florida not for profit corporation (the "Corporation") delivers the following Articles of Amendment in accordance with the Florida Not for Profit Corporation Act.

**ARTICLE I
NAME**

The name of the Corporation is: **CARING HEARTS CHARITIES, INC.**

**ARTICLE II
AMENDMENT**

The Articles of Incorporation are hereby amended to include a new Article VIII that reads as follows:

**"ARTICLE VIII
PRIVATE FOUNDATION**

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Code, or the corresponding section of any future federal tax code."

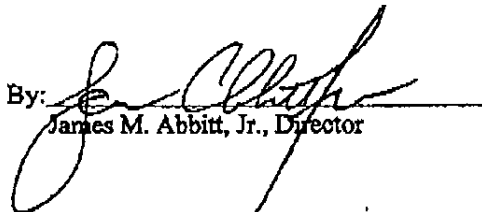
**ARTICLE III
ADOPTION**

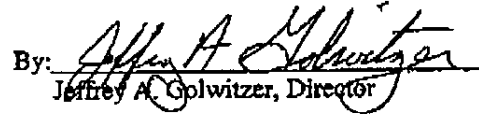
There are no members entitled to vote on the foregoing amendments to the Articles of Incorporation. The foregoing amendments to the Articles of Incorporation were approved and adopted by a unanimous written consent of the Board of Directors of the Corporation dated January 21, 2013.

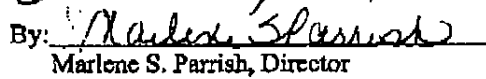
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EXECUTED as of: January 31, 2013

By: 
James M. Abbitt, Jr., Director

By: 
Jeffrey A. Golwitzer, Director

By: 
Marlene S. Parrish, Director

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