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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
6/4/13
Dc

Cover Letter

To: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name of Corporation: Sheep Not Goats Inc.
Document Number: N13000000571

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

Please return all correspondence concerning this matter to the following:

Steven M. Jacoby
136 E. Blackjack Branch Way
Jacksonville, FL 32259

Email Address: steve@sheepnotgoats.org (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Jacoby at 352-658-1223

Enclosed is a check for \$43.75 payable to the Florida Department of State for:

Filing Fee & Certified Copy

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13 MAY 30 04 35

Articles of Amendment to Articles of Incorporation of

Sheep Not Goats Inc.

Document # N13000000571

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A. Amendment to Article III (purpose of corporation)

Sheep Not Goats Inc. is organized exclusively for the following charitable and education purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future US federal tax code:

- To provide relief of the poor, distressed, and underprivileged in the town of Malpaisillo, Nicaragua and surrounding area through development and operation of a not-for-profit agricultural enterprise (farm) that will provide income to the poor and improved food access.
- To offer educational support within the community by teaching English as a second language as well as offering education support in other subject areas, as needed
- To provide other non-partisan and charitable services as approved by the Board of Directors, within the boundaries defined in Article I, Section 3 of the bylaws.

B. Amendment to Board of Directors (originally defined in Article VII)

The Officers and/or Directors are amended as indicated below, indicating the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added, and indicating each officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; VC = Vice Chairman; CEO = Chief Executive Officer; CFO = Chief Financial Officer.

Action	Title	Name	Address
REMOVE	VP	Roberta S. Harrell	136 E. Blackjack Branch Way Jacksonville, FL 32259
CHANGE	C/T	Steven M. Jacoby	136 E. Blackjack Branch Way Jacksonville, FL 32259
CHANGE	VC/S	Sandra M. Jacoby	136 E. Blackjack Branch Way Jacksonville, FL 32259
ADD	D	Jeffrey A. Jones, Esq.	1389 E. Gartner Rd. Naperville, IL 60540-8220
ADD	D	Mary Thurman	65 Upper Loop Way Columbia, SC 29212
ADD	D	Darling Jarquin Vargas	Lomas del Valle #54 Managua, Nicaragua
ADD	D	Chester Umaguig	10535 NW 36th Lane Gainesville, FL 32606

C. Article IX (New)

DISSOLUTION OF THE CORPORATION - 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 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 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

D. Article X (New)

The following aspects of corporate governance and operations are to be conducted in accordance with bylaws for Sheep Not Goats Inc., and all changes to those bylaws must be approved by a two-thirds majority of board members.

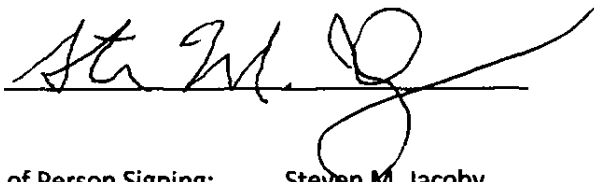
1. Changes to board of directors membership, responsibilities, compensation, due diligence, and duty of loyalty
2. Frequency, duration, and minimum agenda topics for board of director meetings
3. Statement of corporate mission/purpose as currently defined in Article III
4. Code of ethics and whistleblower policies
5. Transparency policy, including but not limited to Form 990, annual reports, financial statements, and the SheepNotGoats.org public website
6. Compensation practices
7. Document retention policy
8. Other aspects of the corporation that are added to corporate bylaws in the future by the board of directors

Date of Adoption of all Amendments Above: 27 May 2013

There are no members or members entitled to vote on the amendment(s). The amendments were adopted by the board of directors.

Dated: 27 May 2013

Signature:



Typed Name of Person Signing: Steven M. Jacoby

Title of Person Signing: Chair/Treasurer