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**N37825**

March 9, 1999

State of Florida, Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Amendment to Articles of Incorporation  
WHITE HEAT AIDS FOUNDATION, INC.  
NAME CHANGE: ART AGAINST AIDS, INC.

Dear Sir:

Enclosed herewith please find the Amendment of Articles of Incorporation of White Heat Aids Foundation, Inc., changing the name of the corporation to ART AGAINST AIDS, INC.

In addition, please find enclosed my firm's check in the amount of \$87.50 to cover the filing fee as well as a certified copy of the Amendment of the Articles of Incorporation.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact me.

I am,

*NC Amend  
3-15-99  
JPE*

Very truly yours,

JOHN P. WELCH

JPW/mls  
Enclosures

**FILED**  
99 MAR 12 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100002804021--9  
-03/12/99-01050-009  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF WHITE HEAT AIDS FOUNDATION, INC.  
A Florida Non-Profit Corporation

**FILED**

99 MAR 12 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE I of the Articles of Incorporation of WHITE HEAT AIDS FOUNDATION, INC., is amended to read as follows:

ARTICLE I

The name of this corporation is ART AGAINST AIDS, INC.

2. ARTICLE II of the Articles of Incorporation of WHITE HEAT AIDS FOUNDATION, INC., is amended to read as follows:

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 114 1/2 South Palafox Street, Pensacola, Florida 32501.

3. ARTICLE III of the Articles of Incorporation of WHITE HEAT AIDS FOUNDATION, INC., is amended to read as follows:

ARTICLE III

The exclusive purpose of which the corporation is organized is to solicit contributions and raise funds through individual, joint and collective efforts from public and private sources, including but not limited to, private individuals, public and private corporations and the general public for the benefit of charitable organizations and associations qualified under Section 501(c)(3) of the Internal Revenue Code, whose primary service area is located along Gulf Coast of Florida, Alabama, Mississippi and Louisiana and whose designated official charitable purpose is to render services and assistance to persons with HIV and AIDS; to acquire, hold, protect, preserve, invest, reinvest, sell, rent and exchange real and personal property and the income therefrom, less reasonable expenses, as may be incurred, for the benefit of such Gulf Coast organizations providing services to persons with HIV and AIDS; and to engage in, originate and sponsor any manner of activities to accomplish the charitable purposes herein set forth. It is the express purpose of the corporation to comply with the requirements of Federal Internal Revenue Code

Section 501(c)(2) for recognition as a title holding company for the benefit of another organization which itself is exempt under said section.

4. ARTICLE V of the Articles of Incorporation of WHITE HEAT AIDS FOUNDATION, INC., is amended to read as follows:

#### ARTICLE V - BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of no less than three (3) persons; provided, however, that such number may be changed by a By-Law duly adopted by the Members. The Board shall be elected by the Members.

5. ARTICLE VIII of the Articles of Incorporation of WHITE HEAT AIDS FOUNDATION, INC., is amended to read as follows:


#### ARTICLES VIII - REGISTERED AGENT AND OFFICE

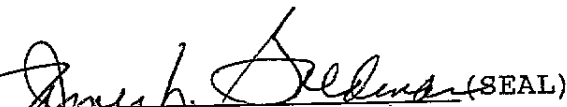
The address of the corporation's registered office shall be 114 1/2 South Palafox Street, Pensacola, FL 32501, and the name of its registered agent at said address shall be JIM GOLDMAN.

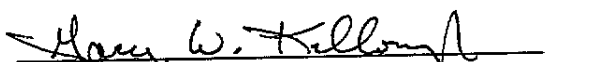
6. The forgoing amendments were adopted by majority vote of the membership at a special meeting of the organization held March 7, 1999 at which a quorum was present and voting throughout.


7. The adoption by the membership of the these amendments to the Articles of Incorporation of the organization were made pursuant to ratification and approval by majority vote of the Board of Directors at its regular meeting held February 7, 1999.

IN WITNESS WHEREOF the undersigned President and Secretary of the corporation have executed these Articles of Amendment.

  
Witness:  
Print Name: James E. Emerson

 (SEAL)  
PRESIDENT


  
Witness:  
Print Name: GARY W. KILLOUGH

  
SECRETARY

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me on this 7th day of March, 1999, by JAMES L. GOLDMAN, as President of WHITE HEAT AIDS FOUNDATION, INC., who is personally known to me ~~or who produced~~ \_\_\_\_\_ as ~~Identification~~ and who did/~~did not~~ take an oath.

- S E A L -

  
\_\_\_\_\_  
NOTARY PUBLIC  
Type or Print Name:  
My Commission Expires:

