

1193000000910

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
00 DEC -5 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gift of Life, Inc

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RECEIVED

00 DEC -5 PM 1:23

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLIETTE DEC 0 5 2000

Signature _____

Requested by: hs

Name _____

Date 12/5/00

Time 11:53

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

☒ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

**ARTICLES OF AMENDMENT
OF
GIFT OF LIFE, INC.**

00 DEC -5 PM 2:33
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation, in accordance with the Florida Not-For-Profit Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is **GIFT OF LIFE, INC.**
2. Article V of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

**"ARTICLE V
MEMBERSHIP**

A. **VOTING MEMBERS.** The Voting Members of this Corporation shall consist of the following persons: **LISA M. DAVIS, CHRISTY S. HALLAS,** and **CLIFF DAVIS**, and such other Voting Members as shall be chosen by the above-listed Voting Members in accordance with provisions for the same set forth in the Bylaws of the Corporation. The Voting Members shall have the sole right, authority, power and entitlement to: elect and remove directors and committee members; add and remove Voting Members; amend and/or restate the Articles of Incorporation and Bylaws; sell or dispose of corporate assets; merge and/or dissolve the Corporation; implement a plan of distribution of assets; and such other rights and powers, and in accordance with those methods and procedures, as shall be provided in the Bylaws of the Corporation.

B. **NON-VOTING MEMBERS.** Any person who agrees to be bound by the Articles of Incorporation of this Corporation, as amended, by its Bylaws, and by such rules and regulations as the Corporation may from time to time adopt, is eligible for non-Voting Membership in the Corporation. The Corporation shall from time to time prescribe the form and manner in which application may be made for Non-Voting Membership."

3. The title and first paragraph of Article VIII of this Corporation's Articles of Incorporation are hereby amended so as to read, after amendment, as follows:

**"ARTICLE VIII
DIRECTORS AND OFFICERS**

A. **BOARD OF DIRECTORS.** The number of Directors of the Corporation shall be not less than five (5); provided, however, that such number may be changed by a Bylaw duly adopted by the Voting Members, except, however, the number shall never be less than five (5)."

4. Article IX of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

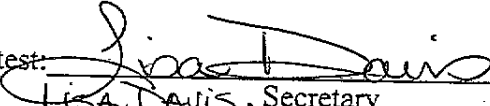
**"ARTICLE IX
BYLAWS**

The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Voting Members."

5. This Amendment was adopted by the Board of Directors and was ratified and approved by all Voting Members on the 19 day of July, 1997.

GIFT OF LIFE, INC.

By: 
CHRISTY S. HALLAS, President

Attest: 
LISA DAVIS, Secretary

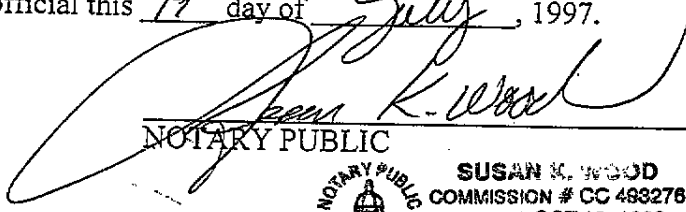
[Corporate Seal]

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19 day of July, 1997, by **CHRISTY S. HALLAS**, as President, and **LISA DAVIS**, as Secretary of **GIFT OF LIFE, INC.**, a Florida not-for-profit corporation (the "Corporation") in the foregoing instrument, which is a corporation lawfully existing under the laws of the State of Florida; and said persons are personally known to me or produced their driver's licenses as identification, and did acknowledge executing the foregoing instrument freely and voluntarily under the authority duly vested by the Corporation; and the seal affixed to the foregoing instrument is the true corporate seal of the Corporation.

WITNESS my hand and official this 19 day of July, 1997.

My Commission Expires:


NOTARY PUBLIC



SUSAN K. WOOD
COMMISSION # CC 483276
EXPIRES OCT 12, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.