

N96000003306

LAW OFFICES  
**MICHAEL R. BASS, P.A.**  
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600 SOUTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33301  
(954) 467-8801 FAX: (954) 467-8806

March 28, 1997

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-03/31/97--01137--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Department of State  
Division of Corporations  
Attention: Amendment Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation  
God's Kitchen

To Whom it May Concern:

Enclosed is the original and a copy of the Articles of Amendment of God's Kitchen, Inc. as well as copies of the Corporate Resolution and Minutes concerning the amendments being made. Also enclosed is a check in the amount of \$43.75 which represents the filing fee and the cost for a certificate from the Division of Corporations showing that the amendment was received.

If anything further is needed, please contact this office.

Sincerely,



MICHAEL R. BASS

MRB/drb  
Enclosures

*Handwritten notes:*  
N96000003306  
Amended  
3-31-97  
\* Out of file

**ARTICLES OF AMENDMENT OF GOD'S KITCHEN, INC.  
PURSUANT TO CHAPTER 617  
OF THE FLORIDA NOT FOR PROFIT CORPORATION ACT**

Pursuant to the provisions of Chapter 617 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1) That Paragraph H of Article III of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code)."

2. That there be added to Article V, as Section V, of the Articles of Incorporation, the following:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office."

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be

carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code)."

3. That the contents of Article VI of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Upon the dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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."

The Board of Directors of God's Kitchen, Inc., being the individuals empowered to amend the Articles of Incorporation of the corporation in that the corporation has no members, unanimously adopted the amendments referred to herein on March 27<sup>th</sup>, 1997.

Dated this the 27<sup>th</sup> day of March, 1997.

GOD'S KITCHEN, INC.

BY: Tom Wright  
TOM WRIGHT, Chairman of the  
Board of Directors and  
President

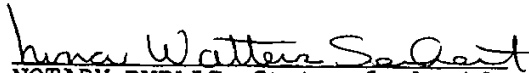
BY: Sindi Bass  
SINDI BASS, Secretary

STATE OF FLORIDA

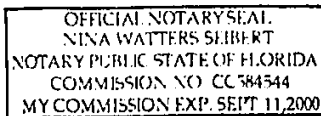
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, TOM WRIGHT, who is to me well known to be the person described in and who subscribed the Articles of Amendment and he freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boyton Beach, in said county and State this 27 day of March, 1997 and who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida

My commission expires:

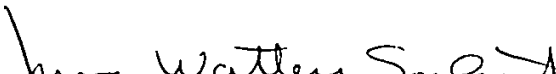


STATE OF FLORIDA

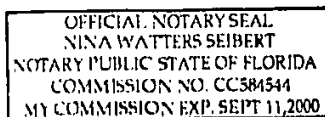
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, SINDI BASS, who is to me well known to be the person described in and who subscribed the Articles of Amendment and she freely and voluntarily acknowledged before me according to the law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boyton Beach, in said county and State this 27 day of March, 1997 and who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State of Florida

My commission expires:



## RESOLUTION

On March 27, 1997, at a special meeting of Board of Directors of God's Kitchen, Inc., the following Resolution was proposed and adopted by a unanimous vote of the quorum of directors.

WHEREAS, it has been proposed that in order for the corporation to qualify as exempt from Federal Income tax, that the following amendments be made to the Articles of Incorporation of God's Kitchen, Inc.:

1. That Paragraph H of Article III of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code)."

2. That there be added to Article V, as Section V, of the Articles of Incorporation, the following:

"No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or

distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office."

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code)."

3. That the contents of Article VI of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"Upon the dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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."

NOW, therefore, be it resolved that in the unanimous opinion of the Board of Directors, the foregoing amendments to the Articles of Incorporation are hereby approved.

DATED this 27 day of March, 1997.

  
TOM WRIGHT, Director

  
EDDIE WEAL, Director

*Minnie Weal*  
MINNIE WEAL, Director

*Nina Siebert*  
NINA SIEBERT, Director



**MINUTES OF SPECIAL MEETING OF THE  
BOARD OF DIRECTORS  
OF GOD'S KITCHEN, INC.**

On March 27, 1997, at the offices of God's Kitchen, Inc., 218 Northwest 11th Avenue, Boynton Beach, Florida 33435, at 7:00 o'clock p.m., there was held a special meeting of the Board of Directors of the corporation. Present at the meeting were all directors of the corporation.


On a motion made, seconded and unanimously passed, it was agreed to waive formal notice of the meeting and to waive objection to the meeting taking place.

The business being called on for discussion before the meeting was:

1) The proposed amendments to the Articles of Incorporation of God's Kitchen, Inc., which are for the purpose of qualifying the corporation as exempt from Federal Income Tax.

On motion made and seconded, and following discussion thereon, it was unanimously carried that the Articles of Incorporation of God's Kitchen, Inc., be amended in accordance with the resolution adopted this date by the Board of Directors.

There being no further business to come before the meeting, upon motion duly made seconded and passed, the meeting was adjourned.

  
\_\_\_\_\_  
SINDI BASS, Secretary



**WAIVER OF NOTICE OF SPECIAL MEETING  
OF BOARD OF DIRECTORS**

WE, each being a director of God's Kitchen, Inc., HEREBY WAIVE all notice of the Special Meeting of the directors to be held on the 27<sup>th</sup> day of March, 1997, at 7:00 o'clock in the ~~morning~~/afternoon and that all such business may be transacted thereat as may lawfully come before said meeting.

DATED the 27 day of March, 1997.

*Tom Wright*  
TOM WRIGHT

*Eddie Weal*  
EDDIE WEAL

*Minnie Weal*  
MINNIE WEAL

*Nina Siebert*  
NINA SIEBERT