

9600000357

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE CHRISTMAS ANGLES, INC.
(Proposed corporate name - must include suffix)

20000183140.2
05/21/96--01046--6113
*****28.75 *****28.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$70.00
Filing Fee | <input checked="" type="checkbox"/> \$78.75
Filing Fee
& Certificate | <input type="checkbox"/> \$122.50
Filing Fee
& Certified Copy | <input type="checkbox"/> \$131.25
Filing Fee,
Certified Copy
& Certificate |
|--|--|---|---|

FROM: Margaret Wright Parker
Name (Printed or typed)
4605 W Bugg Rd
Address
Plant City Florida 33565
City, State & Zip
813-757-4422
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL -8 AM 10:10
FILED

NOTE: Please provide the original and one copy of the articles.

4410-111166
152496



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 24, 1996

MARGARET WRIGHT PARKER
4605 W' BUGG ROAD
PLANT CITY, FL 33567

SUBJECT: THE CHRISTMAS ANGLES, INC.
Ref. Number: W96000011160

We have received your document for THE CHRISTMAS ANGLES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 396A00026151



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 5, 1996

MARGARET WRIGHT PARKER
4605 W BUGG ROAD
PLANT CITY, FL 33567

SUBJECT: CHRISTMAS ANGELS
Ref. Number: W96000011160

We have received your document for CHRISTMAS ANGELS and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

A NOT FOR PROFIT CORPORATION MAY NOT ISSUE STOCK, THEREFORE ARTICLE IV IS NOT ACCEPTABLE FOR A NON PROFIT CORPORATION. THERE CAN BE ONLY ONE REGISTERED AGENT FOR A CORPORATION, PLEASE DELETE A REGISTERED AGENTS NAME AND SIGNATURE. A NON PROFIT CORPORATION MUST HAVE AT LEAST THREE DIRECTORS AT ALL TIMES. ARTICLE VII MUST BE CORRECTED TO REFLECT THE CORRECT NUMBER OF DIRECTORS,

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 396A00026151

You may contact us at (813) 754-7107 during the day. Thank you for your help in this matter.

Sincerely,


W.D. Parker

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

96 JUL -8 11 10 10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHRISTMAS ANGELS INC.

ARTICLE I
CORPORATE NAME AND ADDRESS

The name and office address of this corporation is

Christmas Angels Inc.
3406 Highway 92 East
Plant City, Florida 33566

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business for which this corporation is organized to transact and engage in are: 1. Raise funds as a non profit organization.

1. In any and all lawful business for which corporations may be incorporated under the Florida General Incorporation Act, or engage in any lawful trade or business which can in the opinion of the Board of Directors of this corporation can be advantageously carried on in connection with or auxiliary to the foregoing, or is otherwise incidental to the foregoing, or necessary or desirable in order to accomplish same.

ARTICLE III
CAPITAL STOCK

NONE

ARTICLE IV
STOCK TRANSFERS

NONE

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida

W. D. Parker
3406 Highway 92 East
Plant City, Florida 33566

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-Laws

W.D. Parker President
3406 US. Hwy 92 East
Plant City, Florida 33566

Margaret W. Parker, Vice President
3406 US Hwy 92 East
Plant City, Florida 33566

Scott Parker, Secretary/Treasure
3406 US Hwy 92 East
Plant City Florida 33566

ARTICLE VIII

INITIAL DIRECTORS

The names of the initial directors of this corporation and their addresses are:

W. D. Parker, President
3406 Highway 92 East
Plant City, Florida 33566

Margaret Parker, Vice President
3406 Highway 92 East
Plant City, Florida 33566

Scott Parker, Secretary/Treasurer

3408 Highway 92 East
Plant City, Florida 33566

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

W. D. Parker
3408 Highway 92 East
Plant City, Florida 33566

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors

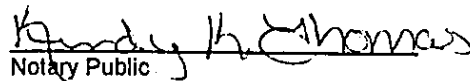
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 29th day of May, 1996.



W. D. Parker
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared W.D. Parker to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 11 day of June, 1996.


Notary Public

My commission expires.



KINDY K. THOMAS
COMMISSION # CC 482777
EXPIRES JUN 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


W. D. PARKER

FILED
96 JUL -8 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BYLAWS

OF
CHRISTMAS ANGELS INC.

ARTICLE I.

FILED
96 JUL -8 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 1. Annual Meeting. The annual meeting of this corporation will be held on the 4th day of October of each year or at such other time and place designated by the Board of Directors of the corporation provided that if said day falls on a Sunday or legal holiday, then the meeting will be held on the first business day thereafter. Business transacted at said meeting will include the election of directors of the corporation.

Section 2. Special Meetings. Special meetings will be held when directed by the President, or Board of Directors. The Call for the meeting will be issued by the Secretary, unless the President or Board of Directors requesting the meeting will designate another person to do so.

Section 3. Place. Meetings will be held at the principal of business of the corporation or at such other place as is designated by the Board of Directors.

Section 4. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose (s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail.

Section 5. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however, after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting will be given on the new record date as provided in this Article.

Section 6. Shareholder Quorum and Voting. None

Section 7. Voting of Shares. None

Section 8. Proxies. None

Section 9. Action of Shareholders Without a Meeting. None

ARTICLE II. DIRECTORS

Section 1. Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors.

Section 2. Qualification. Directors need not be residents of this state.

Section 3. Compensation. A majority will have authority to fix the compensation for directors of this corporation.

Section 4. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 5. Number. This corporation will have three (3) directors.

Section 6. Election and Term. Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office until his successor, or until said directors earlier resignation, removal from office or death.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors will be fulfilled by the affirmative vote of a majority of the remaining directors through less than a quorum of the Board of Directors. A director elected to fill a vacancy will hold office only until the next election of directors.

Section 8. Removal of Directors. At a meeting called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote.

Section 9. Quorum and Voting. Fifty one percent of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of fifty one percent of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 10. Executive and Other Committees. A resolution adopted by a majority of the Board of Directors, may designate from among its members an executive committee and/or other committee (s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as is provided by law.

Section 11. Place of Meeting. Special or regular meetings of the Board of Directors will be held anywhere within or without the State of Florida.

Section 12. Notice, Time and Call of Meetings. Regular meetings of the Board of Directors will be held without notice immediately after the annual meeting. Written notice of the time and place of special meetings of the Board of Directors will be given to each director by either personal delivery, telegram or cablegram at least ten days before the meeting or by notice mailed to the director at least fifteen days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully convened.

Neither the business to be transacted nor the purpose of, regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the chairman of the board, the president of the corporation or any two directors.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating

in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board or of the committee. Such consent will have the same effect as a unanimous vote.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of this corporation will consist of a president, vice president, a secretary and a treasurer, each of whom will be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two or more officers may be held by the same person.

Section 2. Duties. The officers of this corporation will have the following duties:

The President will be the chief executive officer of the corporation, who generally and actively manages the business and affairs of the corporation subject to the directions of the Board of Directors.

The Vice President will in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been duly elected president.

The Secretary will have custody of, and maintain all of the corporate records except the financial records. Furthermore, he will record the minutes of all meetings and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings and whenever else required by the Board of Directors or the President, and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation will be served thereby.

Any vacancy in any office may be filled by the Board of Directors.

ARTICLE IV.

Section 1. Issuance. None

Section 2. Form. None

Section 3. Transfer of Stock. None

Section 4. Lost, Stolen or Destroyed Certificates. None

ARTICLE V. BOOKS AND RECORDS

Section 1. Books and Records. This corporation will keep accurate and complete books, records or accounts and minutes of the proceedings of all meetings of . Board of Directors, committees of directors.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

Section 2. Shareholders' Inspection Rights. None

Section 3. Financial Information. Not later than four months after the close of each fiscal year, this corporation will prepare a balance sheet showing the financial condition of the corporation at the close of the fiscal year, and a profit and loss statement showing the results of the operations of the corporation during the fiscal year.

The balance sheet and profit and loss statement showing the financial condition of the corporation at the close of the fiscal year, and a profit and loss statement showing the results of the operations of the corporation during the fiscal year.

The balance sheet and profit and loss statement will be filed in the registered office of the corporation in this state, will be kept for at least five years, and will be subject to inspection during business hours.

ARTICLE VI. DIVIDENDS

None.

ARTICLE VII. CORPORATE SEAL

The Board of Directors will provide a corporate seal which will be circular form embossing in nature and stating "Corporate Seal", "Florida", year of incorporation and name of said corporation.

ARTICLE VIII. WAIVER OF NOTICE

Whenever any notice is required to be given to any Director of the corporation under the provisions of the Articles of Incorporation or under the provisions of the Florida Business Corporation Act, a Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. RIGHT OF DIRECTORS AND OFFICERS TO CONTRACT WITH CORPORATION

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of this corporation is or are to be interested in, or is a director or officer, or are directors, officers or officer, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors, officer or officers of this corporation is a party or are to be parties to, or interested in, such contract, act or transaction, or any way connected with such person or persons, firm, or association and each and

every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify each director or future director and officer of the corporation against, and each director and officer shall be entitled without further act on his part to indemnify from the corporation for all expenses (including the amount of judgments and the amount of reasonable settlements made with debt to the curtailment of costs of litigation, other than amounts paid to the corporation itself) reasonable incurred by such director or officer in connection with or arising out of any action, suit or proceeding in which such director or officer may be involved by reason of such officer or director being or having been a director or officer of the corporation or of any other corporation or company, which such officer or director serves as a director or officer at the request of the corporation, whether or not such officer or director continues to be such officer or director at the time of incurring such expenses.

Such indemnity last described shall not include any expenses incurred by director or officer (a) in respect of matters as to which such director or officer shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, to an amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion. In no event shall anything herein contained be so constructed as to protect, or to authorize the corporation to indemnify, such director or officer against any liability to corporation, or to which such director or officer would otherwise be subject by reason of such director or officer's willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of such director or officer's office. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such director or officer, and shall be an addition to all other rights to which such director or officer may be entitled as a matter of law.

ARTICLE XI. AMENDMENT

These bylaws may be altered, amended or repealed, and altered, amended, or bylaws may be adopted by a majority affirmative vote of the shareholders present at a meeting at which a quorum is present.

MINUTES OF ORGANIZATION MEETING OF INCORPORATORS AND DIRECTORS

OF

CHRISTMAS ANGELS INC.

The incorporators and directors held the organization meeting of the above named corporation at the office of Construction Equipment Attachments, Inc., at 3406 Highway 92 East, Plant City, Florida 33566.

The meeting was called to order by W.D. Parker, a director described in the Articles of Incorporation.

A motion was made, seconded and carried electing W. D. Parker as chairman of the meeting and Margret Parker as secretary thereof. Said positions were accepted by the respective persons who proceeded to carry out their duties.

The secretary then called the names of the directors and incorporators named in the Articles of Incorporation. The following persons were found to be present.

W.D. Parker
Margaret Parker
Scott Parker

The secretary then announced that a majority of the directors named in the Articles of Incorporation were present. The chairman then declared that the meeting was to be in compliance with applicable Florida Statutes.

Waiver of notice (s) of the time and place of the present organization meeting for each of the incorporators and directors named in the Articles of Incorporation of this corporation were then presented and read by the secretary. Said documents were directed to be filed and spread at length upon these minutes.

A copy of the Articles of Incorporation of this corporation were then read by the secretary who indicated that on June 1, 1996, the original thereof together with the required filing fees and taxes were sent to the Department of State of Florida, receipt thereof evidenced by a letter received from the Department of State. On motion duly made and carried, it was.

RESOLVED and ORDERED that the secretary's report be accepted and that a copy of the Articles and letter be spread at length upon the minutes.

The chairman then reported that a set of proposed bylaws had been prepared by counsel for the corporation pursuant to the instructions of the directors. Each section of said bylaws were then read and considered by the directors.

On motion duly made and carried, it was

RESOLVED that said proposed bylaws be adopted and the secretary be directed to attach said bylaws in the corporation's minute book.

The chairman then opened the floor to accept nominations for officers of the corporation. The following persons were nominated for the respective positions:

President	W.D. Parker
Vice President	Margret Parker
Secretary/Treasure	Scott Parker

Upon the vote of those present at the meeting, the aforesaid persons were elected to the respective positions.

The secretary then submitted a proposed form of corporate seal and upon motion duly made, seconded and carried, the following form was selected as the seal of the corporation:

The chairman then submitted a bill for services rendered and indicated said amount to be due and owing. On motion duly made, seconded and carried, the treasurer was directed to pay from the corporate funds, the total expenses of organizing the corporation, approval for payment being given for the statement for professional services rendered by Construction Equipment Attachments, Inc. counsel for the corporation.

The following resolution was then duly made and carried:

RESOLVED, that the treasurer is hereby directed to open an account and deposit the funds of the corporation with Fort Brook Bank of Plant City, Florida. All drafts, checks and notes of the corporation, payable on said account is hereby directed to be made in the name of the corporation, signed by an officer of the following individuals:

W.D. Parker or Margret Parker

Furthermore, it is

RESOLVED, that any and all resolutions required by the bank to effect the foregoing arrangements are hereby authorized and adopted as the actions of the Board of Directors of the Corporation.

The chairman then recognized the directors named in the Articles of Incorporation who tendered their resignations, effective upon the adjournment of this meeting. Upon motion duly made, seconded and carried, said resignation were accepted and the secretary was ordered to spread same upon the minutes of the meeting.

Upon motion duly made, seconded and carried, the following named persons were nominated and unanimously elected directors of the corporation:

W. D. Parker
Margret Parker
Scott Parker

Each such director was elected to serve until the first annual meeting of shareholders (and until a successor of each shall have been qualified and elected) or until each director's earlier resignation, removal from office or death.

There being no further business requiring board action or consideration;

On motion duly made, seconded and carried, the meeting was adjourned.

DATED: May 31, 1996

Margaret W. Parker
Secretary of the Meeting

FILED
96 JUL -8 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000003571

CHRISTMAS ANGELS, INC.
3406 U.S. Hwy. 92 East
Plant City, FL 33566
(813) 754-7107

November 8, 1996

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

400002005844--8
-11/15/96--01056--014
****140.00 ****140.00

Subject: Christmas Angels, Inc.
Ref. Number: N96000003571

Attn: Thelma Lewis
Letter Number: 596A00050630

Please find attached application for Amendments for nonprofit corporations.
I have enclosed the \$35.00 for the filing fee and \$105.00 for two certified copies of
the article of amendment.

Your prompt attention in this matter is greatly appreciated.

Please contact me as soon as possible if any further information is needed, my
number is (813) 754-6747.

Sincerely,
Christmas Angels, Inc.

W.D. Parker

W.D. Parker
President

WDP:vac

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 AM 8:48
96 NOV 12 PM 2:34
DIVISION OF CORPORATIONS
RECEIVED

Amend

NOV 14 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1996

W. D. PARKER
CHRISTMAS ANGEL, INC.
3406 HIGHWAY 92 EAST
PLANT CITY, FL 33566

SUBJECT: CHRISTMAS ANGELS INC.
Ref. Number: N96000003571

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 596A00050630

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 14 PM 2:34

CHRISTMAS ANGELS, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)
Document Number N96000003571, Article X (Amendment) Addition:

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

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income

(continued)

SECOND: The date of adoption of the amendment(s) was: October 14th, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Christmas Angels, Inc.

Corporation Name

W.D. Parker

Signature of Chairman, Vice Chairman, President or other officer

W.D. Parker, President

Typed or printed name

Title

Date

(Continued)

-2-

tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.