

**Zimmerman, Marconi**  
CERTIFIED  
PUBLIC  
ACCOUNTANTS  
& Co., P.A.

N970000000229

March 26, 1997

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Ms. Carol Mustain  
Corporate Specialist  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

400 00 2118754  
03-20-97-01024-005  
\$ 35.00

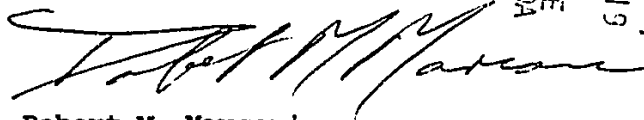
re: The Sedacca Foundation, Inc.  
Articles of Amendment

Dear Ms. Mustain:

Enclosed for filing are the corrected above-referenced articles. Thank you for your prompt attention to this. As I mentioned, IRS needs a copy as soon as possible.

Kindly fax the receipted amendment to the number listed below. If there are any questions, please call at your earliest convenience. Once again, thank you.

Sincerely,



Robert M. Marconi

97 MAR 28 AM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

CM  
N970000000229



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 24, 1997

ZIMMERMAN, MARCONI & CO., P.A.  
% ROBERT MARCONI  
13320 S.W. 128 STREET  
MIAMI, FL 33186

SUBJECT: THE SEDACCA FOUNDATION, INC.  
Ref. Number: N97000000229

We have received your document for THE SEDACCA FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 397A00014664

409 E. Gaines St.  
32399

3528

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
THE SEDACCA FOUNDATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

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: ARTICLE III - NATURE OF BUSINESS, is hereby amended to add the following paragraphs:

The corporation 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 tax under section 501(c)(3) of the Internal Revenue Code, 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 tax code.

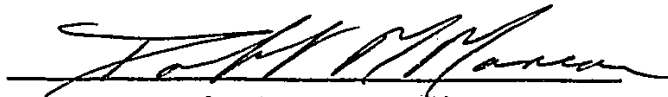
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be 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.

SECOND: The date of adoption of the amendment was March 18, 1997

THIRD: There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

The Sedacca Foundation, Inc.



Robert M. Marconi

Director/Treasurer

March 26, 1997

APPROVED  
AND  
FILED  
97 MAR 28 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA