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June 22, 2000

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

FILED  
00 JUN 28 AM 10:40  
TALLAHASSEE, FLORIDA

Re: Because I Care Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original Amendment to the Articles of Incorporation of the above-referenced corporation, along with this firm's check in the amount of \$35.00 to cover the filing fee for same.

Thank you for your assistance in this matter. If you have any questions regarding this matter, please feel free to contact me.

NC Amend  
7-13-00  
PMS

Very truly yours,



M. Rosa Rios  
Legal Secretary

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-06/28/00--01072--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

PMR/r  
Enclosure

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
BECAUSE I CARE FOUNDATION, INC.**  
(A Corporation Not-For-Profit Under Chapter 617, Florida Statutes)

**FILED**  
00 JUN 28 AM 10:40  
TALLAHASSEE, FLORIDA  
STATE

TO: Department of State  
Tallahassee, Florida 32304

Pursuant to the provisions of Section 617.1002 and 617.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

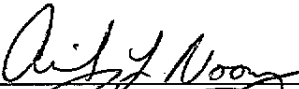

1. The name of the corporation is presently **BECAUSE I CARE FOUNDATION, INC.**
2. The following Amendments to the Articles of Incorporation were adopted by the Sole Member of the corporation, Lakeside Alternatives, Inc., by unanimous action of its Board of Directors on July 29, 1999, in the manner prescribed by the Florida Not-For-Profit Corporation Act:
  - (a) The name is changed from **BECAUSE I CARE FOUNDATION, INC.**, to **LAKESIDE ALTERNATIVES FOUNDATION, INC.**
  - (b) Article VI, Management, is hereby amended to read as follows:

The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than seven (7) members. The exact number of directors shall be the number fixed from time to time by a resolution of the Member's directors. The initial Board of Directors shall consist of those persons named in Article VII and each such person shall remain in office as a director until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal.

The terms of the members of the initial Board of Directors will expire at the first annual meeting of directors. At that meeting, an entire Board of Directors of the Corporation shall be elected. To the extent possible, the number of directors will be evenly divided into two (2) classes, with one-half (½) of the directors elected for a term of one year and one-half (1 ½) of the directors elected for a term of two (2) years. Thereafter, as the term of office of each director expires, a successor shall be elected to hold office for a full term of two (2) years. Directors shall be elected by the Member and shall have such qualifications as are required by the By-Laws of the Corporation.

The Board of Directors of the Corporation shall elect the officers of the Corporation who shall consist of a Chairman of the Board, a President, an Executive Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors shall from time to time deem advisable. The officers of the Corporation shall have such duties, hold office for such terms, and be elected by the Board of Directors in such manner as is provided for in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned has set his hand as of the date and year stated above.

  
\_\_\_\_\_  
  
\_\_\_\_\_


**LAKESIDE ALTERNATIVES, INC.**  
Sole Member of the Corporation

By:   
Duane Zimmerman, President

STATE OF FLORIDA                    )  
COUNTY OF ORANGE                )

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Duane Zimmerman, in his capacity as President of Lakeside Alternatives, Inc.**, to me personally known to be the person described and who executed these **Articles of Amendment**, and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 22<sup>nd</sup> day of June, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC                    April L. Nooney

