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10425 Southwest 114th Court
Miami, FL 333176

Jan. 16, 1998, 1997 *Hof*

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

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-01/20/98-01081--005
*****87.50 *****87.50

Re: Non-Dairy: Something to Moo About, Inc.

Dear Sir/Madam:

Enclosed please find the following:

1. An original and one copy of the Certificate of Amendments Included in the Restated Articles of Incorporation of Non-Dairy: Something to Moo About, Inc.;
2. An original and two copies of the Restated Articles of Incorporation of Non-Dairy: Something to Moo About, Inc.; and,
3. A check in the amount of \$87.50.

Please file our Restated Articles and return a certified copy of that document to me. If you have any questions, please call me at 305-598-0374.

Sincerely,

Helen H. Fernety
Helen H. Fernety

enclosures as stated

Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Certificate of Amendments Included in the
Restated Articles of Incorporation
of
Non-Dairy: Something to Moo About, Inc.**

In accordance with Florida Statute 617.1007(3), I hereby certify that the Restated Articles of Incorporation of Non-Dairy: Something to Moo About, Inc. include amendments to the original Articles of Incorporation dated April 2, 1997, and filed April 7, 1997, which have been duly approved, those amendments being as follows:

Article I

Name

Article I is identical to the former Article I.

Article II

Principal place of business and mailing address

Article II is identical to the former Article II.

Article III

Purposes

Article III is amended in that it now states the purposes of the corporation in more detail than previously described. In particular, the specific purposes of obtaining and administering funds in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 and comparable provisions of subsequent legislation; acquiring and dealing with both real and personal property in furthering the interests of the corporation; performing such acts which accomplish the corporation's objectives in accordance with the directives of the Board of Directors and as are not prohibited by Section 501(c)(3) of the Internal Revenue Code of 1986 and comparable provisions of subsequent legislation, with all of the powers conferred upon not-for-profit corporations by the laws of the State of Florida; and, providing educational and support services to individuals requiring dairy-free diets.

The specific purposes for which the corporation is organized are:

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Article III

Purposes (continued)

- A. To receive and administer funds and to operate exclusively for charitable, literary, artistic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, and to give funds and property from time to time to other organizations to be used or held for use directly for carrying out one or more of such purposes;
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust, and to apply gifts, grants, bequests, and devises, and the proceeds thereof, in furtherance of the purposes of the corporation;
- C. To do such things and to perform such acts as accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, with all of the powers conferred on not-for-profit corporations under the laws of the State of Florida;
- D. To provide educational information and support services to aid children, parents and adults who need or are observing dairy-free diets for medical purposes.

Article IV

Manner of election of directors

Article IV now indicates that directors will be elected in accordance with the corporation's bylaws and lists no officers.

The manner in which the directors are elected or appointed shall be described within the bylaws of the corporation.

Certificate of Amendments Included in the Restated Articles of Incorporation of Non-Dairy:
Something to Moo About, Inc.
Page Three

Article V

Corporate powers

The former Article V, "Limitation of corporate powers", has been amended to describe the corporate powers by referring to Florida Statute 617.0302, and has been re-named, "Corporate Powers". Limitations on corporate powers are now listed in Article VIII, "Prohibitions".

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes, or comparable provisions of subsequent legislation, and are limited by restrictions placed by Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

Article VI

Registered Agent and street address

Article VI is identical to the former Article VI.

Article VII

Incorporators

Article VII is amended to delete Kathryn R. Hagadorn as an incorporator.

Article VIII

Prohibitions

Article VIII, "Prohibitions", is a new article and states that the earnings of the corporation are not for the benefit of its members, trustees, officers or other private persons, nor shall a substantial part of the corporation's activities be for the purpose of influencing legislation or participating in political campaigns. Further, the corporation shall not carry on activities not permitted by Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

Article VIII

Prohibitions (continued)

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. 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, 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 of 1986, or comparable provisions of subsequent legislation; or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

Article IX

Dissolution

Article IX is a new article and describes the procedure for distribution of assets in the event of the dissolution of the corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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.

Certificate of Amendments Included in the Restated Articles of Incorporation of Non-Dairy:
Something to Moo About, Inc.
Page Five

The Board of Directors of Non-Dairy: Something to Moo About, Inc. adopted the foregoing Amendments along with the Restated Articles of Incorporation on October 30, 1997. The Board thereafter submitted the Amendments and Restated Articles to the membership which cast a sufficient number of votes to approve them on the 30 day of October, 1997.

In witness whereof we have set our hands and seals, and acknowledged and filed the foregoing Certificate of Amendments Included in the Restated of Articles of Incorporation under the laws of the State of Florida this 30 day of October, 1997.

Signature of Officers:

Helen H. Fernety

Helen H. Fernety, President

Geraldine Nero

Geraldine Nero, Secretary



"OFFICIAL SEAL"
Camela Glean
My Commission Expires 4/20/99
Commission #CC 454242

State of Florida, County of Orde

signed before me on this 30 day

of October 1997 by Camela Glean
Notary Public