

N97000002518

THE LAW OFFICES OF

ALAN J. COOPER, P.A.

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FILED  
FEB 10 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Admitted: Florida & New York  
Office: (561) 744-2455  
Fax: (561) 745-2325

February 9, 1998

Attn: Barbara Keys  
Attorneys' Title Insurance Fund  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

000002426730--4  
-02/10/98-01053-009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment to Articles of Incorporation of Happy Kids Fund Club  
(a Non-profit organization).

Dear Barbara:

Per my conversation with you today, I enclose the following documents for filing with the Dept. of State, Division of Corporations at 409 E. Gaines St. Tallahassee, Fl. by the date of February 10, 1998:

1. Original and 1 copy of Amendment to Articles of Incorporation.
2. Check to the State of Florida's for filing fees.

Please immediately return the time stamped copy of the Amendment to Articles of Incorporation along with the Letter issued by the Florida Dept. of State authorizing same. We must have proof, to the IRS the by Friday 2/13/98, the amendment was filed on 2/10/98.

I have enclosed a self addressed return FedEx envelope to assist you in returning the filed documents immediately.

Thank you for your usual prompt and professional assistance.

Name	2/11/98
Availability	
Update	
Verifier	
Acknowledgement	
W.P. Verifier	

Very truly yours

ALAN J. COOPER, P.A.

By: Alan J. Cooper  
Alan J. Cooper Esq.  
Fund Member #BR-14284

AJC/jg  
Enclosures

\* 00789, 00721, 00563, 00564  
00547, 00672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 11, 1998

Barbara Keys  
Attorney's Title Insurance Fund  
660 East Jefferson St., Suite 200  
Tallahassee, FL 32301

SUBJECT: THE HAPPY KID FUN CLUB INC.  
Ref. Number: N97000002518

We have received your document for THE HAPPY KID FUN CLUB 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 398A00007914

**AMENDMENT ONE (1) TO ARTICLES OF INCORPORATION  
OF  
THE HAPPY KID<sup>®</sup> FUN CLUB, INC.**

We, the undersigned, hereby amend the Articles of Incorporation of the Happy Kids Fun Club, Inc. by a majority vote of directors of the corporation as stated in Article IV of the Articles of Incorporation. These Articles of Amendment were adopted on Feb 9, 1998 by all the members

The Board hereby amends the Articles of Incorporation to include the following

*Article IV, General Nature of Business*, is hereby amended to read as follows:

**The purpose for which The Happy Kid<sup>®</sup> Fun Club, Inc. is organized are exclusively religious, charitable, literary and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.**

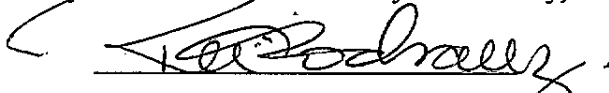
**The powers of The Happy Kid<sup>®</sup> Fun Club, Inc. is limited to those within the scope of section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, The Happy Kids Fun Club, Inc., shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.**

*Article VIII, Future Distribution of the Assets of the The Happy Kids Fun Club, Inc* is added as follows:

**Upon the dissolution of The Happy Kid<sup>®</sup> Fun Club, Inc., 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle 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.**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

In WITNESS WHEREOF, I, the undersigned Incorporator to these articles have set my hand and seal this 9<sup>th</sup> day of February, 1998.

  
Reinilda Martinez - President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that on the 9<sup>th</sup> day of February, 1998 before me an officer duly authorized, personally appeared \_\_\_\_\_ to me to be known to be the person described in an executed the foregoing instrument.

  
Notary Public

Alayne R. NOGAL



Alayne R. Nogal  
My Commission CC623337  
Expires March 29, 2001