

Simon, Green & Associates, Inc.
Certified Public Accountants

N97000002676

8280-8 Princeton Square Blvd., West
Jacksonville, Florida 32256
Office 904/443-6346
FAX 904/739-2521

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

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-08/28/97--01018--019
*****87.50 *****89.60

Subject: TEDI BEAR ADOPTIONS, INC.
Document Number N97000002676

Gentlemen:

Enclosed is an original and one (1) copy of Amendments to the Articles of Incorporation for subject corporation. Enclosed is a check in the amount of \$87.50 for the fee and certified copy.

Regards,

Nicholas T. Simon
Nicholas T. Simon
Certified Public Accountant

NTS/gs
enclosures

Amend

TLL SEP 30 1997

FILED
97 SEP 30 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 5, 1997

NICHOLAS T. SIMONIC, CPA
SIMONIC, GREEN & ASSOCIATES, INC.
8280-8 PRINCETON SQUARE BLVD., WEST
JACKSONVILLE, FL 32256

SUBJECT: TEDI BEAR ADOPTIONS INC.
Ref. Number: N97000002676

We have received your document for TEDI BEAR ADOPTIONS INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Not for profit corporations cannot be adopted by the incorporator. The adoption must be by the board of directors or the trustees, if there are no members entitled to vote.

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

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 897A00044453

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SEP 10 30 AM 8:26
DIVISION OF CORPORATIONS



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Thelma Lewis
Corporate Specialist Supervisor

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DIVISION OF CORPORATIONS

MARTIN HEDSTROM IS THE PRESIDENT OF THE CORPORATION.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TEDI BEAR ADOPTIONS, INC.**

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Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment to: **ARTICLE III - PURPOSES**

1. Said organization is organized exclusively for charitable, religious, and educational, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).
2. Adoptions, both domestic and international, of children from all races and all ages throughout the world.

Amendment to: **ARTICLE IV - MANNER OF ELECTION OF TRUSTEES:**

The affairs of the Corporation shall be directed by the Board of Trustees which shall consist of three (3) initially. The number of Trustees may be increased or diminished from time to time, but shall never be less than three. The manner of election shall be stated in the By-Laws.

Amendment adopted: **ARTICLE VII - ACTIVITIES**

1. Notwithstanding any other provision in these articles, this organization shall not carry on any other activities not permitted to be carried on by (a) a corporation/organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future Federal tax code) or (b) by a corporation/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).
2. No substantial part of the activities of the corporation/organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Amendment adopted: ARTICLE VIII - COMPENSATION

Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

Amendment adopted: ARTICLE IX - NET EARNINGS

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes.

Amendment adopted: ARTICLE IX - DISSOLUTION:

This Corporation may be dissolved only pursuant to the agreement of a majority of the Board of Trustees. Upon 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, or corresponding 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.

SECOND: The date of the amendments' adoption: AUGUST 27, 1997

THIRD: There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Trustees.

Signed this 29 day of September, 1997.

Signature Todd E Bourland

TODD BOURLAND

Chairman