

N970000003879

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TALLAHASSEE, FLORIDA

# PENDORF & CUTLIFF

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Our Ref. 3925.003

November 25, 2002

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

Re: Amendment to Articles of Incorporation of  
OMNIVISION, INC.  
Ref. No. N97000003879

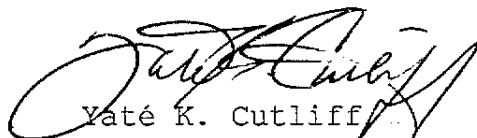
FILED  
02 DEC 20 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the instructions in your letter of December 11, 2002, we enclosed is the signed original and one signed copy of the Amendment to the Articles of Incorporation, as corrected. . .

Please process this at your earliest opportunity and return the certified copy of the Amendment to the Articles of Incorporation to this office.

If you have any questions, do not hesitate to call my office.

Very truly yours,

  
Yaté K. Cutliff

RECEIVED  
02 DEC 20 AM 9:06  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

December 11, 2002

PENDORF & CUTLIFF  
% YATE K. CUTLIFF  
P.O. BOX 15095  
ST. PETERSBURG, FL 33733

SUBJECT: OMNIVISION INC.  
Ref. Number: N97000003879

We have received your document for OMNIVISION INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 602A00065522

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
OMNIVISION, INC.

FILED  
02 DEC 20 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned, being the President and Secretary of OMNIVISION, INC., a Florida not-for-profit corporation, hereby certify that pursuant to the provisions of Section 617.1006, Florida Statutes, the following Amendments to Articles of incorporation were duly adopted unanimously by all of the Directors at a meeting duly held by them on the 2nd day of November, 2002, there being no member or members entitled to vote.

FIRST: Amendment adopted: Article III Purpose

The Corporation's purpose will be used exclusively for charitable, educational, scientific and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the Corporation is a faith based community based organization whose focal point is for community improvement by relieving and reducing unemployment through economic and commercial development of the community for the purpose of providing jobs and training to the economically disadvantaged and other target population.

SECOND: Article Add: Article VII Limitations

The corporation shall be operated exclusively for charitable, educational and literary purposes as a nonprofit corporation. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

THIRD: Article Add: Article VIII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or final liquidation 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 the 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 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.

Signed this day 2<sup>nd</sup> of November, 2002.

Signature

Linda L. Sesler

Name: Linda L. Sesler

Title: President

Signature

Michael T. Culbath

Name:

Title: Secretary