

N 97 000005267
LAW OFFICES OF
TIMOTHY P. STICKNEY, ESQ.

THE KEY EXECUTIVE BUILDING
104 CRANDON BOULEVARD
SUITE 309
KEY BISCAYNE, FL 33149

In reply, please refer to
File No. 97-139C.L01

OFFICE (305) 361-8059
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May 19, 1998

VIA PRIORITY OVERNIGHT FEDERAL EXPRESS

Secretary of State
Amendments Section
409 E. Gaines Street
Tallahassee FL 32301

000002531560-7
-05/21/98-01057-010
*****87.50 *****87.50

Re: Filing of Articles of Amendment of Articles of Incorporation of
MRC PARENTS ASSOCIATION, INC.

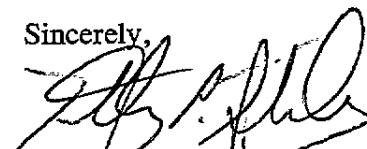
Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Amendment of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$87.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	<u>52.50</u>
Total	\$87.50

Please file the original of the enclosed Articles of Amendment of Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter will be appreciated.

Sincerely,


Timothy P. Stickney
For the Firm.

Enclosures
TPS:bjs

FILED
98 MAY 21 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4M
5/28

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MRC PARENTS ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

FILED
98 MAY 21 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Corporation hereby submits the following Articles of Amendment to the Articles of Incorporation of MRC PARENTS ASSOCIATION, INC., as indicated by the Amended Articles of Incorporation attached hereto and incorporated herein by this reference.

2. The following Amendment to the Articles of Incorporation were adopted by the voting members of the Corporation, at which a quorum was present, at a duly called membership meeting held on 19 day of May 1998, pursuant to the Resolution of the Board of Directors:

- a. that Article III of the Articles of Incorporation be amended by deleting the following: "The Corporation shall be conducted as a non-profit organization and is organized exclusively for sports and social purposes." and by adding the following sentence:

"Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code."

- b. that Article XII shall be amended in its entirety and shall now read as follows:

"ARTICLE XII - NO INUREMENT

"No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or

other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an 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."


- c. that the former ARTICLE XII - REGISTERED AGENT/OFFICES shall now become ARTICLE XIII.
- d. that the former ARTICLE XIII - SUBSCRIBERS shall become ARTICLE XIV.

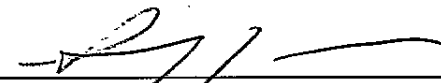
IN WITNESS WHEREOF, the undersigned Officers of the Corporation have executed these Articles of Amendment on May 19th, 1998.

MRC PARENTS ASSOCIATION, INC.

ATTEST:

BY



John P. Rosser, President



Sergio Mendoza, Corresponding Secretary

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19th day of May 1998, by JOHN P. ROSSER, President, and SERGIO MENDOZA, Corresponding Secretary, of MRC PARENTS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known or produced _____ as identification and did/did not take an oath.



TIMOTHY P. STICKNEY
My Commission CC443082
Expires Mar. 17, 1999
Bonded by HAI
800-422-1555