

N97000005727
LAW OFFICE
ALLAN H. KAYE, P.A.
3520 NW 43rd Street
Gainesville, Florida 32606-6104

Admitted
Florida * New York

July 23, 1998

Amendment Section,
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/24/98--01043--007
*****87.50 *****87.50

Re: Archer Volunteer Firefighter's Inc. N97000005727, Amendment to Articles of Incorporation

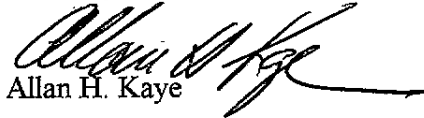
To whom it may concern:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of the Archer Volunteer Firefighters, Inc., and a check in the amount of \$ 87.50. I am requesting that a Certified Copy of the Articles of Incorporation, including these Amended Articles, be sent to the address below:

Allan H. Kaye, P.A.
3520 NW 43rd Street
Gainesville, FL 32602-6106

Thank you for your assistance in this matter. If you have any questions please contact me at (352) 375-0816.

Sincerely,


Allan H. Kaye

Enclosures

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ARCHER VOLUNTEER FIREFIGHTERS, INC.

Pursuant to the provisions of Section 617.1002 of the Florida Statutes, Archer Volunteer Fire Fighters, Inc. has adopted the following amendments to its Articles of Incorporation:

1. Article III is hereby amended to read as follows:

"ARTICLE III. STRUCTURE AND NON-PROFIT STATUS

The Corporation shall not be operated or organized for profit. It shall be organized and operated exclusively for charitable and educational purposes."

2. Article IV is hereby amended to read as follows:

"ARTICLE IV. PURPOSES

The purposes for which this Corporation is formed are exclusively charitable and educational and shall include, but not be limited to, the following:

- 1) to insure sufficient manpower to operate the City of Archer's emergency equipment, to respond and stabilize the scene of emergencies affecting the health, safety and welfare of the residents of the Archer community;
- 2) to foster and promote community-wide interest and concern for the City of Archer's need to have a well staffed and maintained volunteer fire and rescue department;
- 3) to expand training and educational opportunities for individuals interested and concerned with the staffing and maintenance of the City of Archer's volunteer fire and rescue department;
- 4) to reduce the incidence of avoidable accidents and fires in the Archer community, through corporation sponsored activities, including juvenile awareness programs;
- 5) to aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to

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the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;

- 6) to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in cooperation with others, whether such others be persons or organizations, such as corporations, firms, associations, trusts, institutions, foundations, or governmental agencies."

3. Article V is hereby amended to read as follows:

" ARTICLE V. LIMITATIONS

- A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal and State income tax under Section 501 (c) (3) of the Internal Revenue Code of 1997 or the corresponding provision of any future United States Internal Revenue law, or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1997, or the corresponding provision of any future federal tax code.
- B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
- C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
- D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of 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.

- E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501 (c) (3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets will be disposed of in such manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- F. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code."

4. The date of adoption of these amendments was 4-2, 1998.
5. The Amendments were adopted by at least two-thirds of the members entitled to vote on these Amendments.

CERTIFICATION

I hereby certify that the Amendments to the Articles of Incorporation of Archer Volunteer Firefighters, Inc. set forth above were duly adopted by the members of the Corporation at its duly called meeting on 4-2, 1998, at which a quorum was present and voting throughout.


HERCULES R. MCCUMBER,
PRESIDENT

RESOLUTION
OF THE BOARD OF DIRECTORS
ARCHER VOLUNTEER FIRE FIGHTERS, INC.

WHEREAS, Archer Volunteer Fire Fighters, Inc. (the "Corporation") adopted its current Articles of Incorporation on April 2nd, 1998;

WHEREAS, the directors of this Corporation have agreed that it would be desirable to apply to the Internal Revenue Service ("IRS") for exemption from taxation as a public charity as described in Section 501 (c) (3) of the Internal Revenue Code;

WHEREAS, the Articles of Incorporation must be amended to comply with the organizational test established by the IRS as a prerequisite to getting a favorable ruling on tax-exempt charitable status;

WHEREAS, the best interests of the Corporation will be served by the adoption of the Articles of Amendment to the Articles of Incorporation.

THEREFORE, BE IT RESOLVED that the directors shall recommend to the members of the Corporation that the Articles of Amendment be adopted by said members.

SECRETARY'S CERTIFICATE

I certify that the above Resolution of the Board of Directors of ARCHER VOLUNTEER FIRE FIGHTERS, INC. was duly adopted by a majority vote of the directors of the Corporation.

Date: April 2nd 1998

Wayne Keller
SECRETARY