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BASIC AMENDMENT

YPO FELLOWSHIP FOCUS FORUM, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$35.00

7/11/99

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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
YPO FELLOWSHIP FOCUS FORUM, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

First: Amendment(s) adopted:

Article III shall be amended to read as follows:

1. The purposes for which the corporation/organization is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, or educational purposes either directly or by contributions to organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future Federal tax code.
2. The specific purpose for which the corporation is organized shall be:

 To build homes for poor people;
 To distribute food and medicine to poor people; and
 To provide a forum for religious education.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carrying out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation/organization.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

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6. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, 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. No substantial part of the activities of the corporation/organization shall be the 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.
10. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax Revenue 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.)
11. Upon the dissolution of the corporation/organization, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the

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corporation/organization exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation/organization shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-laws may impose other conditions of membership from time to time.

SECOND: The date of the amendment's adoption is January 15, 1999.

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Dated this 15 day of January, 1999.

YPO Fellowship Focus Forum, Inc.


W. Allen Morris, Vice President

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