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Nawanna Gize
Requestor's Name
1310 W. Colonial Dr. Suite 29
Address (407)
Orlando, FL 32805 849-6736
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Amend
(Corporation Name) (Document #)
2. _____
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| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials

ADR

7/16/99

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

The O.P.E.N. CENTER, Inc.

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

FIRST:

ARTICLE II:
PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principle place of business and the mailing address of this corporation shall be:

1310 West Colonial Drive
Suite 29
Orlando, Florida 32804

ARTICLE III
PURPOSE

- A. The O.P.E.N. Center, Inc. is a not-for-profit corporation organized within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law is exclusively charitable, literary, and educational. The specific purpose of this corporation is to provide services to persons infected with and affected by HIV/AIDS and/or displaying at risk behavior, with food, clothing, shelter, information, financial assistance and transportation. The O.P.E.N. CENTER, Inc. serves as a vehicle to address the basic needs for survival of the disenfranchised.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.
- C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall insure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV:
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The manner in which directors are appointed or elected is set forth in the Bylaws.

ARTICLE V:
LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617-0302, Florida Statutes, unless limited as follows;

- Section 6. The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgement, or liability arising out of, or asserted to arise out of, conduct of such person in his/her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.
- Section 2. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.
- Section 3. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate. All documents will require two(2) such signatures, at least one of which must be that of a member of the Board of Directors and the other may be of the Executive Director.
- Section 4. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.
- Section 5. The fiscal year of the Corporation will be January 1 through December 31 of each year.
- Section 6. The Board of Directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 30 days, any number of amendments or an entire revision of the Bylaws may be submitted and voted upon at a single meeting upon receiving a quorum vote of the members.
- Section 7. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- Section 8. Upon the 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 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 the Court of Common Pleas 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.

ARTICLE VI
REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent is:

Lawanna R. Gelzer
1310 West Colonial Drive
Suite 29
Orlando, FL 32804

SECOND: The date of adoption of the amendments was May 3, 1999.

THIRD: The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

The O.P.E.N. CENTER, Inc.

Corporation Name


Signature of President

Kevin Seraa

Printed or typed name

President

Title

May 3, 1999

Date