

THE FLORENCE PROJECT

N980000000256

C/O Katherine Smeland Pebler, RN, President and Member of the Board of Directors
E-Mail: nursepeb@mhonline.net 518-634-7571
Route 32, Box 355, Freehold, NY 12431 ICQ #2279746

May 24, 1999

Florida Secretary of State
Division of Corporations
POB 6327
Tallahassee, Florida 32314-6327

RE: Articles of Amendment and Certificate of Good Standing
The Florence Project, Inc.

Good Morning:

000002891790--4
-06/02/99--01005--007
*****43.75 *****43.75

Please find enclosed our Articles of Amendment to the Articles of Incorporation of The Florence Project, Inc. I am enclosing our check number 1112 in the amount of \$43.75 which is to pay for the filing fee for the enclosed document in the amount of \$35 and also to pay for our receipt of a Certificate of Good Standing from your office that we may submit for our 501(c)(3) application to the IRS. I understand the Certificate of Good Standing costs \$8.75. Being as we are in the midst of applying for 501(c)(3) status, we ask that you expedite the above request as soon as possible. Thank you in advance for your attention.

Sincerely,



Katherine Smeland Pebler, RN
President

Enc.

/MYS

Amend

S. PAYNE JUN 10 1999

FILED
JUN -2 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<http://www.florenceproject.org>

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE FLORENCE PROJECT, INC.**

FILED
99 JUN -2 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, on the authority of the Board of Directors, hereby amends the Articles of Incorporation of the Florence Project, Inc., having document number N98000000256, as follows:

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

ARTICLE III - PURPOSE

This corporation 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.

No part of the 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 the purpose clause hereof. No substantial part 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation 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.

2. New Article XIII - Distribution of Assets on Dissolution is created to read as follows:

ARTICLE XIII - DISTRIBUTION OF ASSETS ON DISSOLUTION

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 disposed of shall be disposed of by the Court of Common Pleas, or other Court

having jurisdiction over such matters, 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.

3. The above Amendments to the Articles of Incorporation were duly adopted by unanimous resolution of the Board of Directors of the Corporation on May 17, 1999, pursuant to Article X of the Articles of Incorporation of this corporation as filed on January 15, 1998, which Article reserves the right to make such amendments to the Board of Directors by majority vote. Members of the Corporation are not entitled to vote on such Amendments.

IN WITNESS WHEREOF, at the direction of the Board of Directors, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of The Florence Project, Inc. on this 24 day of May, 1999.

THE FLORENCE PROJECT, INC.

By: 
Katherine Smeland-Pebler, President