



August 24, 1998.

FILED
98 SEP -1 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-09/01/98--01082--003
*****35.00 *****35.00

To Whom It May Concern:

I am enclosing the First Amendment to our Articles of Incorporation, along with the required \$35 filing fee. The IRS is requiring that these articles include a section for dissolution of the corporation prior to determining our tax exempt status. Unfortunately, they have given us a September 11, 1998 deadline to notify them that this amendment has been filed and approved by your agency. I would appreciate your prompt attention to this request.

If you have any questions or need additional information, please contact our Registered Agent, Deborah Marengo, at 352-796-7211, extension 4765, between 8 a.m. and 4 p.m., Monday through Friday.

Thank you,

Sincerely,

René Marengo
President

Enclosures

:dkm

Amend.

VS SEP 09 1998

Located at: 14690 Dr. Martin Luther King Jr. Boulevard Dover, Florida 33527
Mailing Address: Post Office Box 159 Dover, Florida 33527-0159 (813) 684-7465

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
PAN PARA LOS POBRES, INC.
[English translation: Harvest for the Hungry, Inc.]

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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.

Amendment adopted: Article VII, Dissolution of Corporation, being added, as follows:

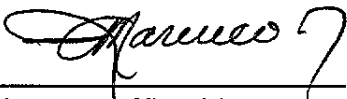
ARTICLE VII. DISSOLUTION OF CORPORATION.

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 of the county in which the principal office of the organization is then located, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of adoption of the amendment was August 24, 1998.

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

PAN PARA LOS POBRES, INC. [English translation: Harvest for the Hungry, Inc.]



Signature of President

René Marengo

Typed name of officer signing

8-24-98

Date signed