

# N98000003445

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January 27, 2000

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

VIA: CERTIFIED #Z 377 283 122  
RETURN RECEIPT REQUESTED

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-02/01/00--01143--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Pheonix Foundation For Children, Inc.

Dear Sir / Madam:

Enclosed please find the original and one (1) copy of the Articles of Amendment to Articles of Incorporation of The Pheonix Foundation For Children, Inc. for filing. Also enclosed is our check #011017, in the amount of \$35.00, representing payment of the filing fees associated with this matter. I would appreciate your stamping the enclosed copy as filed, and thereafter, returning same in the self-addressed stamped envelope enclosed for your convenience.

Please give us a call if you have any questions.

Very truly yours,

*Frances E. Phillips*  
Frances E. Phillips  
Legal Assistant

:fep  
Enc.

cc: Maria Ornelas, Director

*Amend*

S. PAYNE FEB 8 2000

FILED  
00 FEB -1 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

00 FEB -1 AM 10: 57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
THE PHEONIX FOUNDATION FOR CHILDREN, INC.**

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

**FIRST:** Article III, Purpose, is amended to read as follows:

**ARTICLE III**

**PURPOSE**

A. The Corporation is organized exclusively for promotion of charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, with a specific purpose of soliciting contributions from individuals and businesses for ultimate distribution primarily to children's charities and to other charitable and educational organizations, which are also qualified under Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual; nor shall any director, officer or any private individual receive any compensation for their services or be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

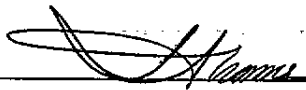
C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

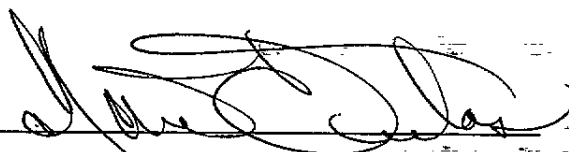
D. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to one or more children's charities or other charitable and educational organizations, which shall be selected by the Board of Directors of the Corporation, provided however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Code.


E. The Corporation is organized pursuant to the Florida not-for-Profit Corporation Act and does not contemplate gain or profit and is organized for not-profit purposes.

**SECOND:** The foregoing amendment was adopted by the Board of Directors and by unanimous consent of the members, pursuant to Section 617.1002, Florida Statutes.

ACCORDINGLY, we have executed these Articles of Amendment on the 14 day of October, 1999.

  
THOMAS D. ABRAMS, Director/Member

  
MARIA ORNELAS, Director/Member

  
ZOE MARRERO, Director/Member