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BASIC AMENDMENT

KIDS KOMMITTEE, INC.

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*Amendment E*

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF KIDS KOMMITTEE, INC.**

Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006, Florida Statutes, the undersigned corporation, **KIDS KOMMITTEE, INC.**, a Florida not-for-profit corporation (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation, as previously amended, as follows:

1. **Name of the Corporation.** The name of the Corporation is Kids Kommittee, Inc.
2. **Text of the Amendment.** The amendment is to delete certain provisions and to add certain provisions concerning dissolution, purposes and limitation on activities of the Corporation. Accordingly, the Articles of Incorporation are amended as follows:
  - a. The Articles of Incorporation are amended by deleting Article III in its entirety and substituting the following therefor:

**III.  
Dissolution**

Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, 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 public purpose.

- b. The Articles of Incorporation are amended by deleting Article V and substituting the following therefor:

**V.  
Purposes**

The purposes for which the Corporation is formed are to provide financial assistance to economically under-privileged children residing in the Tampa Bay area so that they may pursue educational objectives, and any and all lawful other business not inconsistent with the provisions set forth in Article VI. below.

Prepared by: Andrew L. McIntosh  
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Notwithstanding the foregoing, the Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

c. The Articles of Incorporation are amended by deleting Article VI and substituting the following therefor:

**VI.**  
**LIMITATION ON ACTIVITIES**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director or officer of the Corporation, or any private individual, will be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation qualifying under Section 501(c)(3) of the Code and specified in Article III above. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code. Further, notwithstanding anything to the contrary in these Articles of Incorporation, each taxable year the Corporation shall distribute its income at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code. In addition, the Corporation shall not (i) engage in any act of self-dealing (as such term is defined in Section 4941(d) of the Code), (ii) retain any excess business holdings (as defined in Section 4943(c) of the Code), (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944, or (iv) make any taxable expenditures (as defined in Section 4945(d) of the Code).

3. **Date of Adoption.** The Amendment was adopted November 23 1999.

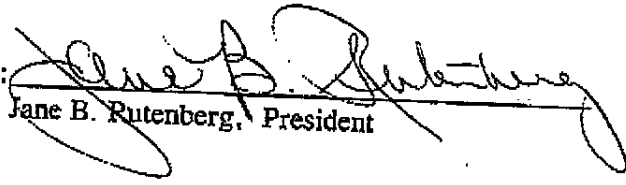
4. **Manner of Adoption.** The Corporation has no members. The Amendment was adopted by the unanimous written consent of all the members of the Board of Directors of the Corporation. The number of votes cast for the amendment by the members of the Board of Directors was sufficient for approval.

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IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment as of the 10th day of December, 1999.

KIDS KOMMITTEE, INC.

By:

  
Jane B. Rutenberg, President