

N99000000436

RICHARD R. COOK
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FILED
99 MAR 23 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 2, 1999

Secretary of State
Division of Corporations
P.O. box 6327
Tallahassee, FL 32314

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-03/10/99--01070--013
*****35.00 *****35.00

Dear Madam:

Enclosed Please find Articles of Amendment for Victor's Vision, Inc. My check for \$35.00 is attached.

Thanks!

Sincerely,


Richard R. Cook
FL Bar # 254134

amend

VS MAR 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 15, 1999

RICHARD R. COOK
P.O. BOX 1929
DELAND, FL 32721

SUBJECT: VICTOR'S VISION, INC.
Ref. Number: N99000000436

We have received your document for VICTOR'S VISION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 499A00012119

RECEIVED
MAR 23 AM 9:16
DIVISION OF CORPORATIONS

RICHARD R. COOK

Attorney at Law

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DeLAND, FLORIDA 32721

Phone 904-736-1012
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March 18, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

ATTN Velma Shepard

Dear Madam:

RE: VICTOR'S VISION, INC.

Enclosed are the corrected Articles of Amendment. The non member statement and date of adoption are in the First paragraph.

Thanks!

Sincerely,



RICHARD R. COOK
Florida Bar # 254134

ARTICLES OF AMENDMENT
VICTOR'S VISION, Inc.

There being no Members in the Corporation; pursuant to Florida Statutes, The Articles of Incorporation of the above named Corporation are hereby amended by the Board of Directors this 1st day of March 1999 as follows:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Article VI (a) is hereby Amended to read:

"(a) To provide affordable housing for the poor by acquiring land and improving it so as to provide parcels upon which housing for low income families can be built. The corporation will also endeavor to build or rehabilitate low income multi-family housing anywhere the need exists in the United States."

Article VI is hereby Amended to read:

"(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4982 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, of the corresponding section of any future federal tax code.

(f) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the Directors shall be suited to carrying out the foregoing purposes, including without hereby limiting the generality of the foregoing language, the acquisition by purchase, gift, rental, or otherwise, and the management, care, sale or lease, or other disposition of, real property, and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair and/or alteration of such buildings and other

improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, dispensation, lease, or other disposition of equipment, supplies, and other personal property and interest in personal property of whatsoever name or nature, and the retention of the services (whether directly or through contact or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees provided, always, however, that no part of the property held by the corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private individual, officer or director, except that the Corporation shall be authorized to pay reasonable compensation for services rendered or for property acquired, either real or personal to any individual. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or the participation in, or intervention (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office."

In all other respects the Articles of Incorporations shall remain in full force and effect,

The foregoing amendment was adopted by written consent of all of the Directors of the Corporation.

IN WITNESS WHEREOF, we, the undersigned have executed these Articles of Amendment, this 10th day of March 1998.

William L. Ryals
WILLIAM L. RYALS, President

Richard R. Cook
RICHARD R. COOK, Secretary

State of Florida)
County of Volusia)

The foregoing instrument was acknowledged before me this 10th day of March, 1999, by WILLIAM L. RYALS and RICHARD R. COOK as President and Secretary respectively of VICTOR'S VISION, Inc. who are personally known to me.

Notary
Title

Serial Number

Robert H. Saylor
Notary Signature

ROBERT H. SAYLER
Notary Name Printed
Commission expires:



Robert H Saylor
My Commission CC771574
Expires September 28, 2002