

N99000002523

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November 8, 2001

Florida Division of Corporations
Bureau of Corporate Records
Amendments Section
P. O. Box 6327
Tallahassee, FL 32314

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RE: Second Chance Wildlife, Inc.
Doc. No.: N99000002523
Articles of Amendment

Dear Corporate Records:

Enclosed for filing are the original and a copy of the Articles of Amendment for the above captioned corporation. Enclosed is my check in the amount of \$35.00 for the filing of the document.

Please "filed" stamp the copy and return the stamped copy to me in the enclosed envelope. Thank you for your attention to this matter.

Sincerely,

Amend
11-21-01
GEL



George E. Loomis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GEL/gel
Enclosures

ARTICLES OF AMENDMENT

Of

Second Chance Wildlife, Inc.

Document Number: N99000002523

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

First: Article III is amended to read:

ARTICLE III. PURPOSE AND POWERS

The corporation is a not for profit corporation which is organized for the specific and primary purpose of the conservation, propagation and rehabilitation of the fish, game, wildlife and endangered species within the State of Florida and throughout the United States of America by social, educational, and other means.

The corporation shall have all the rights and powers customarily and proper for tax exempt nonprofit corporations including, but not limited to, the powers specifically enumerated for nonprofit corporations in Chapter 617, the Florida Not For Profit Corporation Act. The corporation is empowered to hold and/or administer property for the purposes stated herein including the power to act as a trustee. The corporation may purchase, lease, rent, acquire, own, hold in trust, use, sell, convey, mortgage, any real estate or chattels as may be necessary or desirable to accomplish the stated purposes and to hold property for investment of such funds. The corporation may borrow money, issue bonds, debentures, notes, or other obligations as security for monies so borrowed or in payment for such property or for any of the purposes stated above.

Second: Existing Articles IV is amended to read:

ARTICLE IV. LIMITATION OF POWERS

1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to members, trustees, officers, directors or 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 these Articles.

2. No Political Activity. No substantial part of the activities 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 or in opposition to any candidate for public office.

3. No Unpermitted Activities. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

4. Distribution of Assets Upon Dissolution. By a two-thirds vote of all of the directors, the corporation may cease corporate activities and dissolve and liquidate the corporation. Upon the dissolution of the corporation, the last directors shall make provision for the payment of all the liabilities of the corporation and shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. Assets not so distributed shall be disposed of by the Circuit Court of Santa Rosa County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

Third: Article V is amended to read:

ARTICLE V. BOARD OF DIRECTORS

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by the directors of the corporation.

1. Number. The directors shall consist of three or more members provided the number may be changed by the directors as long as there are never less than three. The President/Executive Director shall be one of the directors.

2. Powers. The Trustees directors shall serve as advisors to the President/Executive Director and shall be overseers of the legal and financial operations of the corporation including budgets, salaries, expenditures, properties, etc.

3. Term. The term of each director shall one year or until a successor has been selected or until his earlier resignation, death, or removal.

4. Meetings. A regular meeting of the directors shall be held annually and special meetings shall be held from time to time, as called and at the time announced by the President/Executive Director. Two-thirds of all directors must be present to constitute a quorum at any meeting of the directors..

5. Liability of the Directors. The directors shall not be personally liable for the corporation's debts, liabilities, or other obligations. Directors, officers, employees and agents of the corporation shall be held harmless and indemnified by the corporation to the fullest extent allowed by law for all acts or omissions performed or not for or on behalf of the corporation. The corporation may secure a policy or policies of insurance for such purposes.

Fourth: Existing Articles VI through VIII are redesignated Articles VII through IX respectively.

Fifth: New Article VI is created to read:

ARTICLE VI. OFFICERS

The officers of the corporation shall consist of a President/Executive Director and a Secretary/Treasurer which shall be selected and chosen by the directors. The corporation may also have Vice-President(s). Any two or more offices may be held by the same person.

15 There are no members. The Board of Directors approved the amendment on the 15 day of November, 2001, and the number of votes cast FOR the amendment was sufficient for approval.

Dated this 7 day of November, 2001.

Second Chance Wildlife, Inc.

BY: Tina Marie Beedle
Tina Marie Beedle
ITS: President