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July 6, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

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-07/07/99-01064--004
*****43.75 *****43.75

Re: **American Anti-Aging Foundation, Inc.**

Dear Sir or Madam:

Enclosed please find the following:

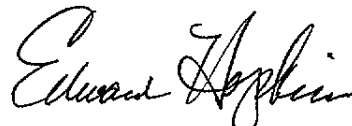
1. Articles of Amendment to Articles of Incorporation of American Anti-Aging Foundation, Inc. (original and one copy); and
2. This firm's check in the amount of \$43.75 to cover the filing fee (\$35.00) and certified copy (\$8.75).

Please return the certified copy to us in the enclosed self-addressed return envelope. Thank you for your attention to this matter. Please call if you have any questions.

Very truly yours,

BROAD AND CASSEL

Amend.



Edward J. Hopkins

:cks
Encls.

FILED
99 JUL -7 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V. SHEPARD JUL 13 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN ANTI-AGING FOUNDATION, INC.**

FILED
99 JUL -7 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute Section 617.006, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The text of Article II, Purpose, of the Articles of Incorporation is deleted, and is replaced by the following:

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code") and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act and the Code.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any 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, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

2. The text of Article V, Dedication of Assets, is deleted, and is replaced by the following:

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provision of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The text of Article VI, Manner of Election of Directors, is deleted, and is replaced by the following:

The affairs of the Corporation shall be governed by a Board of Directors, which shall consist of no fewer than two (2) members, who shall be elected in the manner, and for the term set forth in the Bylaws of the Corporation.

The initial directors, who shall serve until their respective successors are elected or appointed are Jordan K. Davis, M.D. and Charles Williamson, M.D.

4. The following Article IX, No Members, shall be added:

ARTICLE IX. NO MEMBERS

The Corporation shall have no members, and shall be governed by its Board of Directors.

5. The foregoing Amendments were adopted by the Corporation on July 2, 1999.

6. There are no members entitled to vote on the Amendments. The Amendments were adopted by the Board of Directors.

AMERICAN ANTI-AGING FOUNDATION, INC.

By: 

Jordan K. Davis President

July 2, 1999