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

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*****43.75 *****43.75

November 9, 1999

RE: The Next Step Foundation, Inc.

Dear Division of Corporations:

Enclosed herewith for filing please find the original Articles of Amendment to Articles of Incorporation and one (1) duplicate for the above named corporation.

Also enclosed is a check payable to your order for the following:

Filing Fee	\$35.00
Certificate Under Seal	<u>8.75</u>
	\$43.75

Please return the Certificate Under Seal to me at your earliest convenience in the enclosed self addressed stamped envelope.

Should you require anything further to facilitate this filing please contact me at the above noted address. Thank you.

Sincerely,


Karen Brown Gattozzi

KBG/ccs

encl.

cc: cl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 12 AM 11:07

Amend
LFT 11-18-99

99 NOV 12 AM 11:07

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
THE NEXT STEP FOUNDATION, INC.**

Pursuant to the provisions of section of 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment adopted: To amend "ARTICLE THREE-PURPOSE" by adding at the conclusion thereof the following:

The organization is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Code or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Code.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes under section 501 (c) (3) of the Code.

SECOND: The date of adoption of the amendment is November 8, 1999.

THIRD: There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

THE NEXT STEP FOUNDATION, INC.
by its President:



Carol Bassinger

November 8, 1999