

NO1000000520

CT CORPORATION SYSTEM

CORPORATION(S) NAME

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TALLAHASSEE FLORIDA

Alonzo Mourning Charities, Inc.

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
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G. GOULLIETTE MAR 15 2001

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**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
ALONZO MOURNING CHARITIES, INC.**

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Pursuant to the provisions of Section 617.1006, Florida Statutes, the Alonzo Mourning Charities, Inc., a Florida not for profit corporation (which is hereinafter called the "Corporation"), hereby certifies to the Florida Department of State that:

FIRST: The charter of the Corporation is hereby amended by striking out Article II of the Articles of Incorporation in its entirety and inserting in lieu thereof the following:

"ARTICLE II

PURPOSE

The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code") and specifically as follows:

- A. To further the needs of many who cannot help themselves, including, but not limited to, medical research of those diseases destructive to the human body;
- B. To help underprivileged children;
- C. To pursue other yet to be specified activities necessary to relieve the suffering;
- D. To pursue any other exempt purposes within the meaning of Section 501(c)(3) of the Code; and
- E. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon not for profit corporations by the Florida Not for Profit Corporation Act."

SECOND: The charter of the Corporation is hereby further amended by inserting a new Section 3 to Article III of the Articles of Incorporation.

“Section 3. Limitations. Notwithstanding any other provision in these Articles of Incorporation, the powers of the Corporation shall be subject to the following terms, provisions and limitations:

- A. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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 candidates for public office.
- B. During any period that the Corporation is deemed to be a private foundation as described in Section 509(a) of the Code, the Corporation:
 - (1) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
 - (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
 - (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
 - (4) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

- C. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.
- D. In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's directors; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code."

THIRD: The charter of the Corporation is hereby further amended by inserting a new Article IX.

"ARTICLE IX

AMENDMENT

The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its directors, any amendments to these Articles which may now or hereafter be authorized by law.


FOURTH: The Corporation has no members. This First Amendment to the Corporation's Articles of Incorporation was unanimously approved and adopted by the directors of the Corporation by unanimous written consent dated the 8th day of March, 2001.

IN WITNESS WHEREOF, the Corporation has caused this instrument to be signed in its name and on its behalf by its President, Alonzo Mourning, and attested by its Secretary, Peter Z. Kamenesh, on this 8th day of March, 2001.

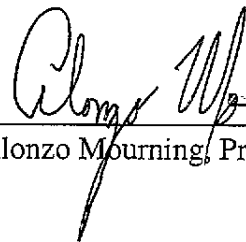
THE UNDERSIGNED acknowledges this First Amendment to the Articles of Incorporation to be the corporate act of the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

Attest:

Alonzo Mourning Charities, Inc.



Peter Z. Kamenesh, Secretary

By:  (SEAL)

Alonzo Mourning, President / Director