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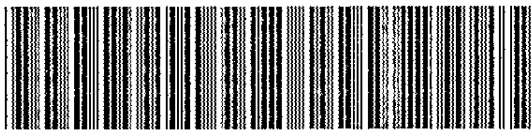
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**N9500005677**  
**SUSMAN, SCHERMER, RIMMEL & SHIFRIN, L.L.C.**

ATTORNEYS AND COUNSELLORS  
FOUNDED 1949

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ANDREW A. RIMMEL

May 15, 1996

100001833231  
05/21/96--01160--016  
\$\$\$\$35.00 \$\$\$\$35.00

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of  
Incorporation of Optimist International Youth Programs Foundation  
Inc. We are enclosing an original plus one copy of these Articles.  
Please file and return a copy marked "filed."

Enclosed is our check in the amount of \$35.00 for the filing fee.

Please call the undersigned if you have any questions.

Very truly yours,

SUSMAN, SCHERMER, RIMMEL & SHIFRIN, L.L.C.



Andrew A. Rimmel

AAR:ah  
Enclosures

*Amend*

V8 MAY 28 1996

FILED  
MAY 20 09 11 AM '96  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

OPTIMIST INTERNATIONAL YOUTH PROGRAMS FOUNDATION, INC.

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

FIRST: Amendments adopted:

(a) Article III titled "Purpose(s)" is amended by adding the following paragraph:

The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

(b) A new Article X is added as follows:

ARTICLE X  
Dissolution Clause

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

SECOND: The date of adoption of the amendments was:  
May 10, 1996.

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors of the corporation.

OPTIMIST INTERNATIONAL YOUTH  
PROGRAMS FOUNDATION, INC.

By: Stephen P. Layson  
Stephen P. Layson,  
Executive Director and Secretary

May 10, 1996

FILED  
96 MAY 20 PM 1:08

STATE OF FLORIDA  
TALLAHASSEE