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December 3, 1997

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-12/08/97-01146-003
*****87.50 *****87.50

Re: **Articles of Amendment to the Articles of
Reincorporation of Hampden DuBose Academy, Inc.**

Dear Madam or Sir:

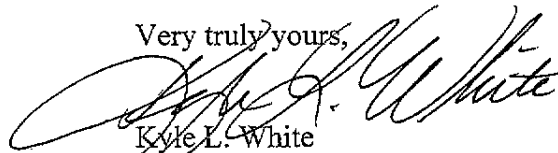
Enclosed for filing among the corporate records of the State of Florida are Articles of Amendment to the Articles of Reincorporation of Hampden DuBose Academy, Inc. Also enclosed is a check from this law firm in the amount of \$87.50 representing the filing fee and fee for a certified copy.

Please file immediately upon receipt and forward the certified copy to my attention at your earliest convenience.

If you have any questions concerning the above, please do not hesitate to call me.

Thank you in advance for your assistance in this matter.

Very truly yours,



Kyle L. White
Legal Assistant to
Loran A. Johnson

KLW:yl
Enclosure

Amend
12-16-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -8 AM 8:53

914018/48627/52057-1

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A MEMBER OF COMMERCIAL LAW AFFILIATES, A WORLDWIDE ORGANIZATION OF INDEPENDENT LAW FIRMS.

ARTICLES OF AMENDMENT
TO THE ARTICLES OF REINCORPORATION
OF
HAMPDEN DuBOSE ACADEMY, INC.
(heretofore HAMPDEN DuBOSE ACADEMY)
A Corporation Not for Profit

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97DEC--8 AM 8:53

Pursuant to the provisions of Section 617.1006, Florida Statutes, HAMPDEN DuBOSE ACADEMY, INC. adopts the following Articles of Amendment to its Articles of Reincorporation:

1. The name of the corporation is HAMPDEN DuBOSE ACADEMY, INC. (the "Corporation").
2. The original Certificate of Reincorporation of the Corporation was filed on July 13, 1978 and assigned Charter No. 743568, and was amended by Articles of Amendment filed on February 18, 1997.
3. At a joint meeting of the Members and the Board of Directors of the Corporation duly held on May 20, 1996, the Members and Directors of the Corporation duly adopted a resolution that Article Two of the Certificate of Reincorporation of the Corporation, as amended, be further amended to add additional purposes to the stated purposes of the Corporation. The number of votes cast for the Amendment were sufficient for approval.

Accordingly, Article Two of the Certificate of Reincorporation of the Corporation, as amended, is amended to add thereto new subparagraphs (e), (f) and (g) to read as follows:

(e) To make donations of money or other property to qualified educational institutions and charitable organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which encourage the furtherance of distinctly Classical Christian Education programs.

(f) To establish and maintain retirement programs for its employees, scholarship programs and teaching fellowships and make donations of money or other property to retirement programs, scholarship programs, teaching fellowships, building grants, operating grants, and research and development grants at qualified educational institutions and charitable organizations, that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which encourage the furtherance of distinctly Classical Christian Education programs.

(g) To participate in the formation of organizations which promulgate distinctly Classical Christian Education Programs.

IN WITNESS WHEREOF, the duly authorized officers of the Corporation have executed these Articles of Amendment this 17 day of NOVEMBER, 1997 on behalf of the Corporation.

HAMPDEN DuBOSE ACADEMY, INC.

By: Dr. Ted Dippy

Dr. Ted Dippy, President

George DuBose

George DuBose, Secretary