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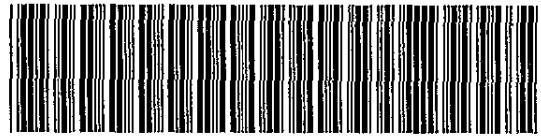
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04 AUG 30 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 9/3/04

TRANSMITTAL LETTER

Date: August 2, 2004

To: Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL32314

Subject: **Articles of Amendment for Academy Trust & Benefit Fund, Inc.**
N04000001282

The enclosed Articles of Amendment to the Articles of Incorporation for Academy Trust & Benefit Fund, Inc. and \$35 filing fees are hereby submitted for filing.

Please return all correspondence concerning this matter to the following:

William E. Shoemaker
2400 E. Las Olas Blvd., PMB 120
Fort Lauderdale, FL 33301

For further information concerning this matter, please call:

William E. Shoemaker at (954) 761-9111.

Very truly yours,



William E. Shoemaker

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ACADEMY TRUST & BENEFIT FUND, INC.**

N04000001282

FILED
04 AUG 30 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE III: PURPOSE

(Revised)

This corporation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII: LIMITATIONS OF ACTIVITIES

(New)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

(New)


Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed 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 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.

The date of adoption of the amendments was July 28, 2004.

There are no members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Signed this 27th day of August, 2004.

By: 
William P. McCauley, President

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04 AUG 30 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ACADEMY TRUST & BENEFIT FUND, INC.**

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The date of adoption of the amendments was July 28, 2004.

There are no members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Signed this 28th day of August, 2004.

By: 

William P. McCauley, President

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04 AUG 30 PM 12: 27
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TALLAHASSEE, FLORIDA