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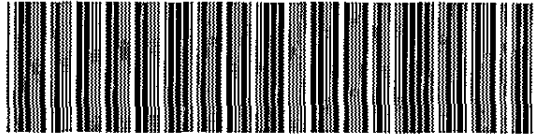
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Gilchrist PTO, Inc.

**DOCUMENT NUMBER:** N06000007881

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott Maddox  
(Name of Contact Person)

Maddox Horne, PLLC  
(Firm/ Company)

208 West Carolina Street  
(Address)

Tallahassee, Florida  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Aaron Humphrey at ( 850 ) 222-6020  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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|--|---|--|---|

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

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GILCHRIST PTO, INC.

**FILED**  
06 AUG 21 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number of Corporation: **N06000007881**

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 I** is amended to state as follows:

“ARTICLE I — NAME

The name of this corporation shall be Gilchrist PTO, Inc.”

**Article II** is amended to state as follows:

“ARTICLE II — PRINCIPAL OFFICE

The place in Florida where the principal office of the corporation is to be located shall be 1301 Timberlane Road, Tallahassee, Florida 32312.”

**Article III** is amended to state as follows:

“ARTICLE III — PURPOSE

This corporation is organized exclusively for the advancement of education within the meaning of Section 501 (c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to enhance Gilchrist Elementary students' educational experiences."

**Article IV** is amended to state as follows:

**"ARTICLE IV — MANNER OF ELECTION**

The officers of this association shall consist of a president, a vice president, a recording secretary, a corresponding secretary and a treasurer. Officers shall be elected by ballot annually in the month of May. However, if there is but one nominee for any office, election for that office may be by show of membership cards or voice vote. A majority vote shall elect.

The number of directors constituting the initial Board of Directors is five (5). Members of the initial Board of Directors shall serve until the first annual meeting, or until their successors are duly elected and qualified or removed, as provided in the bylaws."

**Article V** of the original Articles of Incorporation is stricken.

**Article V** is added as follows:

**"ARTICLE V — DIRECTORS AND/OR OFFICERS**

The names and addresses of the directors/officers, listed with their corresponding titles, are as follows:

- |                     |  |
|---------------------|--|
| (a) President:      | Diana Oropallo<br>1301 Timberlane Road<br>Tallahassee, Florida 32312 |
| (b) Vice President: | Brenda Luca<br>1301 Timberlane Road<br>Tallahassee, Florida 32312    |

- (c) Treasurer: Teresa Jackson  
1301 Timberlane Road  
Tallahassee, Florida 32312
- (d) Recording Secretary: Sha Maddox  
1301 Timberlane Road  
Tallahassee, Florida 32312
- (e) Corresponding Secretary: Cathy Cashin  
1301 Timberlane Road  
Tallahassee, Florida 32312”

**Article VI** of the original Articles of Incorporation is stricken.

**Article VI** is added as follows:

**“ARTICLE VI — REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is Diana Oropallo, Gilchrist PTO, Inc., 1301 Timberlane Road, Tallahassee, Florida 32312.”

**Article VII** of the original Articles of Incorporation is stricken.

**Article VII** is added as follows:

**“ARTICLE VII — DURATION/DISSOLUTION**

The duration of the corporate existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or 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.”

**Article VIII** is added as follows:

**“ARTICLE VIII — MEMBERSHIP/BOARD OF DIRECTORS**

This corporation shall have members. The eligibility, rights and obligations of the members shall be determined by the organization’s bylaws.

The officers of this association shall consist of a president, a vice president, a recording secretary, a corresponding secretary and a treasurer. Officers shall be elected by ballot annually in the month of May. However, if there is but one nominee for any office, election for that office may be by show of membership cards or voice vote. A majority vote shall elect.

The management of the affairs of the corporation shall be vested in a Board of Directors as defined by the corporation’s bylaws. No director shall have any right, title or interest in or to any property of the corporation.

The number of directors constituting the initial Board of Directors is five (5). Members of the initial Board of Directors shall serve until the first annual meeting, or until their successors are duly elected and qualified or removed, as provided in the bylaws.”

**Article IX** is added as follows:

**“ARTICLE IX — EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operation and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensations for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
2. No substantial part of the activities of the organization shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future tax code."

**Article X** is added as follows:

**"ARTICLE — PERSONAL LIABILITY**

No member, officer or director of this corporation shall be personally liable for the debts or obligations of any nature whatsoever of this corporation, nor shall any of the property of the members, officers or directors be subject to the payment of any debts or obligations of this corporation."

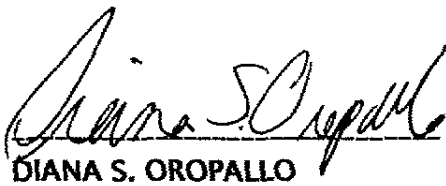
Article XI is added as follows:

“ARTICLE XI — INCORPORATOR

The name and address of the incorporator of this corporation is Diana S. Oropallo, 1301 Timberlane Road, Tallahassee, Florida 32312.”

THE DATE OF ADOPTION of the foregoing amendments was July 29, 2006. There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

THE EFFECTIVE DATE of the foregoing amendments shall be the date of filing hereof with the Department of State.

  
DIANA S. OROPALLO

President

Dated: 5/18/06