

Division of Corporations

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March 16, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE THINKING TRAINER INC.
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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF THE THINKING TRAINER INC

CORPORATION DOCUMENT NUMBER: N08000009787

Pursuant to the provisions of section 617.1006, Florida Statutes, The Thinking Trainer Inc, a Florida Not For Profit Corporation ("Corporation") adopts the following amendments to its Articles of Incorporation:

FIRST: Article III is amended in its entirety to read as follows:

"Article III

Purpose of the Corporation.

(a) The Corporation is organized for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, the making of distributions to other organizations that qualify as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future internal revenue law.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing 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 activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code."

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SECOND: The Corporation adopts a new Article VIII as follows:

"Article VIII

Restrictions. Notwithstanding any other provisions in these articles, at all times, if any, when the Corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

- (a) The Corporation shall distribute its income for each tax 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.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code."

THIRD: The Corporation adopts a new Article IX as follows:

"Article IX

Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by the Circuit Court of the county in which the Corporation's principal office is then located exclusively for purposes described in section 170(c)(2)(B) of the Code. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited."

FOURTH: The Corporation adopts a new Article X as follows:

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"Article X

Indemnification of Officers and Directors. The Corporation shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Corporation, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled."

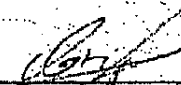
FIFTH: The foregoing amendments were adopted as of March 1, 2009.

SIXTH: There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

SEVENTH: Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors of the Corporation has caused these Articles of Amendment to be signed Larea Izidor, Chairman of the Board of Directors, this 18th day of March, 2009.

THE THINKING TRAINER INC

By: 

LAREA IZIDOR, Chairman of
the Board of Directors

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