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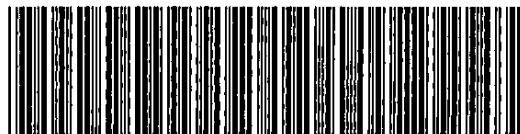
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Manatee Education Foundation

DOCUMENT NUMBER: N19599

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

Please return all correspondence concerning this matter to the following:

Tom Hannon, Director
(Name of Contact Person)

Manatee Education Foundation
(Firm/ Company)

P.O. Box 9069
(Address)

Bradenton, FL 34206
(City/ State and Zip Code)

For further information concerning this matter, please call:

Tom Hannon at (941) 708-8770 x2161
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

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
MANATEE COUNTY SCHOOLS FOUNDATION, INC.
DOCUMENT NUMBER N19599**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, **MANATEE COUNTY SCHOOLS FOUNDATION, INC.** (the "Corporation") hereby adopts the following amendments to its Articles of Incorporation:

FIRST: The new name of the Corporation is:

MANATEE EDUCATION FOUNDATION, INC.

SECOND: The following Articles are amended as indicated thereby:

ARTICLE I
CORPORATE NAME AND DURATION

Article I is amended in its entirety to read:

1. *The name of the corporation shall be Manatee Education Foundation, Inc., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. The Manatee Education Foundation, Inc., may hereinafter be referred to as the "Foundation."*

2. *The corporate existence of this corporation shall begin on the date the certificate of incorporation is issued by the Secretary of State of Florida and shall continue perpetually thereafter unless dissolved as provided by law.*

3. *The principal office and place of business of the corporation shall be located at 215 Manatee Avenue West, Bradenton, Manatee County, Florida, although the corporation may maintain offices elsewhere.*

ARTICLE II
PURPOSE

Article II is amended in its entirety to read:

The purpose of the Foundation is to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public, pre-kindergarten through post-secondary education in Manatee County in the form of money, and other forms of property and services to the School Board of Manatee County, Florida, hereinafter referred to as the "Board," its successors and assigns, and persons, associations and

corporations associated therewith; to promote education and other related activities of the Board including provisions of scholarships; to encourage research, learning and dissemination of information in which the Board is carrying on activities.

The purposes for which the Manatee Education Foundation, Inc. is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization under section 1001.453, Florida Statutes, as amended from time to time."

ARTICLE III **POWERS**

Paragraphs 1 and 9 of Article III are amended in their entirety to read:

1. *To receive, hold, invest and administer property and to make expenditures to or for the benefit of public pre-kindergarten through post-secondary education in Manatee County.*

9. *The identity of donors and all information identifying donors and prospective donors are exempt from the provisions of Chapter 119, pursuant to section 1001.453, Florida Statutes.*

ARTICLE IV **MEMBERS**

Article IV is amended in its entirety to read:

Since the original incorporation of the Foundation, the members of the Not-For-Profit Corporation have been the same as the members of the Board of Directors. To avoid duplicate meetings and minutes, from and after the effective date of these amendments there will be no more membership in the Not-For-Profit Corporation and the business of the Corporation shall be conducted by the Board of Directors as provided in the bylaws. Any reference to members or membership in these Articles or the bylaws shall be deemed to refer to the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

Paragraphs 1 and 4 of Article VI are amended in their entirety to read:

1. *The affairs and business of the corporation shall be conducted by a Board of Directors of the Foundation of not less than three (3) members and no more than a number as set by the Board of Directors of the Foundation in the bylaws, one of whom shall be elected Chairman and another Secretary-Treasurer. The first Board of Directors of the Foundation shall be elected by the incorporators of the corporation. Thereafter, the Board of Directors shall appoint its membership in accordance with the provisions of the Bylaws of the Foundation. The Board of Directors shall be authorized to fill any vacancy by reason of death, resignation, or termination.*

4. *The Board of Directors will meet with the School Board to discuss the Foundation's goals and operations from time to time as may be requested by the School Board.*

ARTICLE IX
AMENDMENTS TO ARTICLES

Article IX is amended in its entirety to read:

These Articles of Incorporation can be amended by the Board of Directors at the regular annual meeting or at a special meeting called for that purpose or at a special meeting of the Board called for that purpose. Amendments to these Articles of Incorporation shall be approved by the School Board of Manatee County prior to any submission for filing with the Secretary of State. Such action shall be effective upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

THIRD: The foregoing amendments were adopted at a meeting of the Board of Directors of the Corporation on September 8, 2006 and further approved by the School Board of Manatee County at a meeting of its Board of Directors on September 25, 2006.

FOURTH: The effective date of the amendments is upon filing with the Department of State.

FIFTH: The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval of the amendment.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed this instrument this 25th day of September, 2006.

**MANATEE COUNTY SCHOOLS FOUNDATION, INC.,
a Florida non-profit corporation**

By: 
RICHARD W. FAWLEY, CHAIRMAN

ATTEST:

**THE SCHOOL BOARD OF MANATEE COUNTY,
FLORIDA**

By: 
DR. ROGER DEARING
SUPERINTENDENT

By: 
FRANK BRUNNER, CHAIRMAN

**APPROVED AS TO FORM
AND SUFFICIENCY:**

By: 
JOHN W. BOWEN
SCHOOL BOARD ATTORNEY