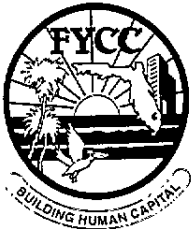


FLORIDA YOUTH CONSERVATION CORP.

N37077



Phone
(352) 523-2078

Fax
(352) 523-2058

January 30, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300004865203--3
-02/04/02--01004--026
*****35.00

VIA Courier

Re: Amended Articles of Incorporation
Three H Learning Center, Inc.

Dear Sir:

Further to our letter of January 16, 2002, it is apparent we left out two vital articles from our submission. Revised articles are attached.

Again, time is of the essence in this matter and we ask for your earliest possible acknowledgement of registration, by fax if possible, to 352-523-2058.

Please feel free to FedEx the information to us using our account 2296-4425-4.

Sincerely

Terry Blackmon
Controller

THANK-YOU.

FILED
02 FEB -1 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

T. LEWIS FEB 1 2002

**AMENDED
ARTICLES OF INCORPORATION
THREE-H LEARNING CENTER, INC.**

**ARTICLE ONE
THREE - H LEARNING CENTER, INC.**

**FILED
02 FEB -1 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The name of this organization is THREE H LEARNING CENTER, INC. a not-for-profit Florida Corporation.

The policy of THREE - H LEARNING CENTER, INC. is to provide opportunities for participation in all aspects of its operations and services without regard to race, color, religion, sex martial status, national origin, age, culture, ethnicity or handicap.

THREE - H LEARNING CENTER, INC. will mainly provide its services in the State of Florida and may do so in any other state of the nation or foreign country where THREE - H LEARNING CENTER, INC. may deem proper, provided all legal procedures to do lawful business are undertaken by the officers of THREE - H LEARNING CENTER, INC..

The THREE - H LEARNING CENTER, INC. may at its pleasure by a vote of simple majority of its membership, change its name.

**ARTICLE TWO
PURPOSES**

- ✓ The following are the purposes for which THREE - H LEARNING CENTER, INC. has been organized:

The general goal of THREE - H LEARNING CENTER, INC. is to develop and implement work and service-learning programs in the state in an effort to provide employability skills, training and education for young men and women 17-25 years of age who at time of admission are unemployed or underemployed. The programs, by design, will provide work experiences directed toward helping youth acquire skills and attitudes to the accomplishment of productive work while simultaneously contributing to the development, maintenance and protection of Florida's natural resources.

**ARTICLE THREE
MEMBERSHIP ELIGIBILITY**

Board Membership in THREE - H LEARNING CENTER, INC. shall be open to all who are recommended by at least 1 member of the Board of Directors as individuals with a proven track record of volunteerism in the community, who shall be selected without regard to race, creed, color, sex, language or national origin.

ARTICLE FOUR MEETING

The annual Board of Director meeting of THREE - H LEARNING CENTER, INC. shall be held in the first quarter of each year, except if such day be a legal holiday, then and in that event the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these by-laws, The Secretary shall cause to be mailed, to every member in good standing at his address as it appears in the membership roll book of THREE - H LEARNING CENTER, INC., a notice telling the time and place of such meeting.

Regular meetings of THREE - H LEARNING CENTER, INC. may be held quarterly.

The presence of not less than 33% of the members in good standing shall constitute a quorum and shall be necessary to conduct the business of THREE - H LEARNING CENTER, INC., but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date indicated in these by-laws and the secretary shall cause notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of THREE - H LEARNING CENTER, INC. may be called by the President when he/she deems it for the best interest of the THREE - H LEARNING CENTER, INC.. Notices of such meeting shall be mailed, to all members at the addresses as they appear in the membership roll book, at least 7 days but no more than 20 days before the scheduled date set for such special meeting. Such notice shall state the reason that such a meeting has been called, the business to be transacted at such meeting and by whom called. At the request of a majority of the Board of Directors of THREE - H LEARNING CENTER, INC., the President shall cause a special meeting to be called but such request must be made in writing at least 7 days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE VOTING

At all meetings, except for the election of officers and directors, all votes shall be viva voce. In the case of election of officers ballots shall be provided and there shall not appear any place on such a ballot mark or marking that might tend to indicate the person who cast the ballot.

At any regular or special, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall immediately prior to commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting shall certify in writing to the Chairman the results and a certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX ORDER OF BUSINESS FOR BOARD MEETINGS

- 1) Roll Call.
- 2) Reading of the Minutes of the preceding meeting
- 3) Reports of Committees
- 4) Reports of Officers
- 5) Old and Unfinished Business
- 6) New Business
- 7) Good and welfare
- 8) Adjournments

ARTICLE SEVEN BOARD OF DIRECTORS

Section 1 Membership of the Board of Directors

The business of this THREE - H LEARNING CENTER, INC. shall be overseen by a Board of Directors consisting of a minimum of five (5) and a maximum of fifteen (15) members together with the officers of THREE - H LEARNING CENTER, INC.. All the Directors elected shall be resident of the state of Florida.

The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of THREE - H LEARNING CENTER, INC. in the same manner and style as the officers of THREE - H LEARNING CENTER, INC. and they shall serve a term of two (2) years.

The elected officers shall set policy of the business THREE - H LEARNING CENTER, INC.. The Board of Directors shall only act in the name of the THREE - H LEARNING CENTER, INC. when it shall be regularly convened by its Chairman after due notice to all the directors of such meeting.

33% of the members of the Board of Directors shall constitute a quorum and the regular meetings of the Board of Directors may be held each quarter.

Each director shall have one vote and such voting may be done by proxy.

The Board of Directors may make such rules and regulations covering the meetings as it may in its discretion determine necessary.

Vacancies on the Board of Directors may be declared by the President to exist upon the unexcused absences of a member of two (2) successive Board Meetings.

Vacancies in said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of THREE - H LEARNING CENTER, INC., for this hearing regarding removal procedure.

Section 2 Duties and Responsibilities of the Board of Directors.

Establish policies for all the THREE - H LEARNING CENTER, INC. activities including, but not limited to, personnel, finance, fund raising, programming and use of its properties.

Dismiss the President (Executive Director) of THREE - H LEARNING CENTER, INC., by a majority vote of 66% of the Board Members.

The Executive Director shall have the responsibility for the day-to-day operations of THREE - H LEARNING CENTER, INC. without interference by the Board of Directors or its individual members.

Accept or reject recommendations of the Executive Director, by a simple majority vote, in matters relating to its several annual budgets, contracts for new areas of service in the state, additional programming and the establishment of programs or activities in new regions.

The Board may authorize the Executive Director to sign supplier or material contracts on behalf of THREE - H LEARNING CENTER, INC., at his/her best discretion.

Establish the maximum dollar amounts for business contracts which may be negotiated and executed by the Executive Director without prior approval of the Board of Directors.

Approve the use of legal counsel or authorize another course of action, as deemed necessary in conflicts involving possible legal actions. For expediency, said approval may be obtained by telephone from the Executive Committee and shall be confirmed or denied by the Board of Directors at the next regularly scheduled meeting.

Designate, by majority vote, those Board members and staff members who shall be signatories of THREE - H LEARNING CENTER, INC. bank checks drawing on all THREE - H LEARNING CENTER, INC. bank accounts.

ARTICLE EIGHT OFFICERS

Section 3. Officers of the THREE - H LEARNING CENTER, INC..

The Officers of the THREE - H LEARNING CENTER, INC. shall be as follows:

(A) Officers

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

(B) The President, the Vice-President, the Secretary and the Treasurer shall be elected for up to two (2) terms by a majority vote of the members of the Board of Directors present and voting at a meeting designated in writing for this purpose. All candidates must be current members of the Board of Directors.

(C) Vacancies occurring in any officer or member at-large position shall be filled by election at any regular meeting of the Board, as stated herein above. Persons thus elected shall serve the balance of that existing two (2) year term.

(D) The position of Executive Director (an administrative position) may be amalgamated with the position of President or separated there from at the pleasure of the Board of Directors.

Section 4. Duties of the Officers.

The duties of the President shall be:

1. To call and preside at meetings of the Board of Directors.
2. To serve as ex-officio member on all Committees and to perform such other duties as may be prescribed from time to time by the Board.
3. To serve as public spokesperson for the Board.
4. To plan and prepare the Agenda for each meeting.
5. The President by virtue of his/her Office be Chairman of the Board.
6. The President shall present at each annual meeting of THREE - H LEARNING CENTER, INC. an annual report of the work of THREE - H LEARNING CENTER, INC..
7. The President shall appoint all committees, temporary or permanent.
8. The President shall see all books, reports and certificates as required by law are properly kept or filed.

9. The President shall be one of the Officers who may sign the checks or drafts of THREE - H LEARNING CENTER, INC..
10. The President shall exercise only such duties incident to the office of President.

The duties of the Vice-President shall be:

1. To perform whatever duties as may be delegated to him/her by the President.
2. The Vice President shall perform duties of the President in the event of the President's absence, resignation or inability to perform his/her duties until he/she can resume those duties, or until such time as a new President is elected by the Board.
3. The Vice-President shall exercise only those duties incident to the office of Vice-President.

The duties of the Secretary shall be:

1. To cause Minutes of all meetings to be taken.
2. To keep records of these Minutes and all records and reports issued by the Board and the staff.
3. To receive , handle and respond as directed by the President and/or Board to all correspondence to the Board.
4. Shall be keeper of one of the Corporate seals or designate its safe keeping appropriately.
5. It shall be the Secretary's duty to file, or delegate authority to file, any certificate required by any Federal or State statute.
6. The Secretary shall exercise only those duties incident to the office of Secretary.

The duties of the Treasurer shall be:

1. To supervise the maintenance of all corporate funds and securities in a depository designated by the Board.
2. To keep, or cause to be kept, books of account and records of all financial transactions or other financial matters.
3. At the pleasure of the Board of Directors disburse funds, or cause them to be disbursed, and shall present or cause to be presented to the Board an accounting of all financial transactions of the THREE - H LEARNING CENTER, INC.
4. At the pleasure of the Board of Directors the Treasurer shall have the care and custody of all moneys belonging to the THREE - H LEARNING CENTER, INC. and shall be solely responsible for such moneys or securities of the THREE - H LEARNING CENTER, INC.. The Board of Directors may cause the funds to be deposited only in the State of Florida or in the state in which the income is earned.
5. At the pleasure of the Board of Directors the Treasurer shall be one of the officers who may sign checks of THREE - H LEARNING CENTER, INC.. No special fund, outside of the Board of Directors

- approved banking arrangement, may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
6. The Treasurer shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of THREE - H LEARNING CENTER, INC. and such report shall physically affixed to the Minutes of the Board of Directors of such meeting.
 7. The Treasurer shall exercise only those duties incident to the office of Treasurer.
 8. The Treasurer shall oversee the operations and activities of the Controller's office

Section 5. Officers abstaining to vote.

Officers shall by virtue of their office be members of the Board of Directors, and of any committees approved by the President. However, should an officer of THREE - H LEARNING CENTER, INC. bring before the Board of Directors for a vote an issue or matter that directly affects said officer, be it individually or in his or her official capacity or that the end result of the vote may be viewed by the members of the Board of Directors as an apparent conflict of interest situation for said officer (if he or she were to participate by voting on the matter) then the officer in question shall show sound discretion by abstaining to vote and submitting the issue to the majority of the Board of Directors.

ARTICLE NINE SALARIES

The President shall hire and fix the compensation of any and all employees he in his or her discretion may determine to be necessary in the conduct of the business of the THREE - H LEARNING CENTER, INC.. The President shall, however, consult with the Salaries & Wage Committee for general guidelines and advice on salaries.

ARTICLE TEN COMMITTEES

All committees of THREE - H LEARNING CENTER, INC. shall be appointed by the President and their term of office shall be for a period of one year, or less if sooner terminated by the action of the Board of Directors, majority vote.

The permanent committees shall be:

- Finance / Fund raising
- Program
- Public Relations
- Salaries and Wages / Grievances

ARTICLE ELEVEN EXECUTIVE COMMITTEE

Section 1. Membership

All officers of the THREE - H LEARNING CENTER, INC. may constitute an executive committee.

Section 2. Duties and Responsibilities

- (a) Upon call of the President to serve in lieu of the Board of Directors with all its powers during interims between Board meetings, with one-half of its membership constitutes a quorum.
- (b) All actions of the Executive Committee must be ratified at the next meeting of the Board of Directors.
- (c) At the discretion of the President, matters of pressing concern may be attended by the Executive Committee via a telephone polling process that attempts to reach all members of the Executive Committee and succeeds in reaching two-thirds of its membership. A majority of those reached and voting can approve any matter at hand.

ARTICLE TWELVE AUTHORIZED BOARD EXPENSES.

The following are authorized expenses of any official THREE - H LEARNING CENTER, INC. activities in which Board members are involved:

- 1. **Travel in own car** – current mileage rate established by the State of Florida round trip.
- 2. **Air Travel** – cost of round trip fare, tourist fare if available.
- 3. **Overnight stay** – cost of accommodations and food not to exceed per diem rate currently by the State of Florida.
- 4. **Accompanied by Spouse** – if member certifies participation not possible without being accompanied by spouse those additional expenses not shared in common shall be allowed at rates indicated above.

These expenses payable only on presentation of participation members. Accommodation costs shall not be available to those members in whose immediate area the THREE - H LEARNING CENTER, INC. meeting or activity is being held.

ARTICLE THIRTEEN DONATIONS

Donations will be governed to Articles of THREE - H LEARNING CENTER, INC. and treated according to IRS Section 2055-2106 and 2522 of the Code.

ARTICLE FOURTEEN PROHIBITED ACTIVITIES

The THREE - H LEARNING CENTER, INC. shall not:

1. Allow any part of its net income to inure to the benefit of officers, directors or members of the corporation, or to any other individuals, except in the furtherance of its charitable purposes.
2. Participate to any extent in any political campaign for or against any candidate for public office.
3. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or they may hereafter be amended.

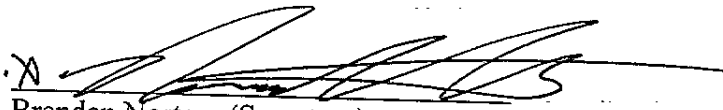
ARTICLE FIFTEEN DEDICATION OF ASSETS

The THREE - H LEARNING CENTER, INC. dedicated all assets which it may acquire to the charitable purpose set forth in Article Two hereof. In the event that the THREE - H LEARNING CENTER, INC. shall dissolve or otherwise terminate its corporate existence, subject the provisions of Chapter 607 and 617, Florida Statutes, the THREE - H LEARNING CENTER, INC. shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a state or local government for exclusive public purpose.

**ARTICLE SIXTEEN
AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative majority vote of not less than 33% of all the members of the Board of Directors in a special meeting called for this purpose.

These Amended Articles of Incorporation have been approved unanimously by the Board of Directors this 25th day of January, 2002. There are no members.


Brendan Norton (Secretary)