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Page 1 of 1

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H10000274209 3
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SECRETARY OF STATE
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MATER ACADEMY, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Article IV, Section 4.3 is being amended in its entirety so that it will now read:

"Section 4.3. Nomination of Directors. Any member of the Board of Directors and any officer may nominate a candidate for the Board of Directors either at a meeting of the Board where the election of directors was included in the notice or agenda for that meeting, or prior to such meeting in a writing delivered to the Board."

SECOND: Amendment adopted: Article IV, Section 4.4 is being amended in its entirety so that it will now read:

"Section 4.4. Election of Directors. Directors shall be elected by the Board at any meeting of the Board in order to fill any vacancy on the Board or to elect a successor to a Director whose term has or will expire. A majority of the remaining Directors can elect a new Director although less than a quorum."

THIRD: Amendment adopted: Article IV, Section 4.5 is being amended in its entirety so that it will now read:

"Section 4.5. Term of Elected Directors. Each elected Director shall hold office for a term of not less than one year and not more than five years as shall be determined by the Board. Each Director shall hold office for a term of one year unless otherwise provided for by the Board. The Board may provide for terms of different lengths for Directors in order to establish staggered terms or otherwise. The Board is not required to establish staggered terms for Directors. A Director shall serve until the Director's successor shall have been duly elected and qualified."

FOURTH: Amendment adopted: Article IV, Section 4.6 is being amended in its entirety so that it will now read:

"Section 4.6. Vacancies. Any vacancy on the Board of Directors shall be filled by election in accordance with Section 4.4 of these Articles. Where the vacancy occurs before the expiration of the term of the vacating

H10000274209 3

H10000274209 3

Director, that vacancy shall be filled for the duration of the unexpired term unless the Board provides that it is electing the replacement Director for a full term."

FIFTH: Amendment adopted: Article IV, Section 4.10 is being amended in its entirety so that it will now read:

"Section 4.10. Special Meetings. Special meetings of the Board may be called at any time by the Chairman of the Board or by the President of the Corporation. The Chairman or the President must call a special meeting within fourteen (14) days of receipt of a written request from two (2) or more Directors. Written notice of a special meeting shall be given to each Director no less than two (2) days prior to such meeting. Such notice shall set forth the time, place, and purpose of the meeting. The business to be transacted at the special meeting shall be limited to those items set forth in the notice."

SIXTH: Amendment adopted: Article IV is being amended by adding after Section 4.13, a new Section 4.14 that reads as follows:

"Section 4.14. Chairman and Vice-Chairman. The Board shall elect a Chairman and a Vice-Chairman who will act in the absence of the Chairman."

SEVENTH: Amendment adopted: Article V, Section 5.11 is being stricken in its entirety.

EIGHTH: The date of the amendment's adoption is September 22, 2010.

NINTH: There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

Signed this 22nd day of September, 2010.

MATER ACADEMY, INC.

By: 

Antonio L. Roca, President

H10000274209 3