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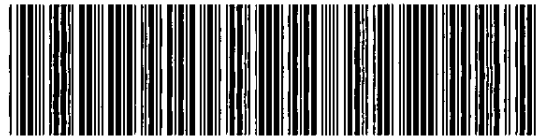
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Amend

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DIVISION OF CORPORATIONS
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T. Roberts FEB 12 2009

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JACKSONVILLE, FLORIDA 32216

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ALSO A MEMBER OF THE OKLAHOMA BAR

February 4, 2009

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


Re: Articles of Amendment of THE LITERACY INSTITUTE, INCORPORATED
Document No. N08000011428

Dear Sir/Madam:

Enclosed herewith for filing is the original plus one copy of the Articles of Amendment for the above-referenced corporation. Also, enclosed is our firm's check number 5200 in the amount of \$43.75 to cover the cost of filing and a certified copy.

Your cooperation and assistance in this matter is appreciated. If you have any questions, please call.

Very truly yours,


William E. Doyle

WED/mdp
Enclosures

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE
LITERACY INSTITUTE, INCORPORATED**

The Articles of Incorporation of THE LITERACY INSTITUTE, INCORPORATED, a Florida corporation, filed in Tallahassee on the 22nd day of December, 2008, and effective January 1, 2009, are amended to read as follows:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be THE LITERACY INSTITUTE, INCORPORATED

**ARTICLE II
PRINCIPAL OFFICE**

The principal office address of this corporation is 10952 Copper Hill Drive, Jacksonville, Florida 32218. The mailing address of this corporation is Post Office Box 23334, Jacksonville, Florida 32241.

**ARTICLE III
REGISTERED AGENT**

The street address of the initial registered office of this corporation is 10952 Copper Hill Drive, Jacksonville, Florida 32218, and the name of the initial resident agent of this corporation at that address is Kathi M. Vaughn-Malpress.

**ARTICLE IV
DURATION/MEMBERSHIP**

This corporation shall have perpetual existence and its existence commenced on January 1, 2009. The qualification for members, if any, and the manner of their admission shall be regulated by the By-Laws of the Corporation.

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ARTICLE V
BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the By-Laws of the Corporation.

ARTICLE VI
INCORPORATORS

The name and address of the incorporator is Kathi M. Vaughn-Malpress, 10952 Copper Hill Drive, Jacksonville, Florida 32218.

ARTICLE VII
CORPORATE PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

(a) This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

(b) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

(c) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be

persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

(d) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII **501(c)(3) LIMITATIONS**

(a) **Corporate Purposes:** 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 and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(b) **Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.

(c) **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

(d) **Lobbying and Political Campaigns:** No substantial part of the activities of the

corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(e) **Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

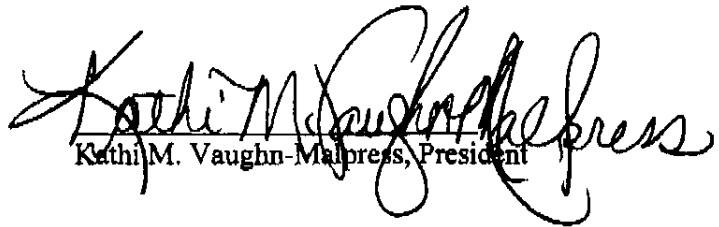
ARTICLE IX **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

The foregoing amendment was adopted by unanimous vote of the Directors of the Corporation on the 25th day of January, 2009, and shall become effective upon filing with the Secretary of State of the State of Florida, and this not-for-profit corporation has no members.

IN WITNESS WHEREOF the undersigned President of this corporation has executed these Articles of Amendment this 25th day of January, 2009.

THE LITERACY INSTITUTE,
INCORPORATED


Kathi M. Vaughn-Malpress, President