

735849

BRUCE E. LOREN, P.A.
Attorney at Law

301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401
phone 561/659-6634
fax 561/804-9964

August 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 SEP -4 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Articles of Amendment to The Troywood Learning Environment, Inc.,
Charter Number 735849

800002293918--7
-09/16/97--01015--012
*****35.00 *****35.00

To whom it may concern:

Please accept the enclosed Articles of Amendment to the Articles of
Incorporation of The Troywood Learning Environment, Inc. Please file the original
and return a stamped copy for my records.

If you have any questions or require any additional information, do not hesitate
to call me. Thank you.

Sincerely yours,

Bruce E. Loren
Bruce E. Loren, P.A.

RECEIVED
97 AUG 11 AM 8:24
DIVISION OF CORPORATIONS

Amend

V8 SEP 12 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

BRUCE E. LOREN, P.A.
301 CLEMATIS ST., STE. 3000
W. PALM BEACH, FL 33401

SUBJECT: THE TROYWOOD LEARNING ENVIRONMENT, INC.
Ref. Number: 735849

We have received your document for THE TROYWOOD LEARNING ENVIRONMENT, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may file using only the corporate name, please delete the reference to the DBA name in article I of your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 197A00042211

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF "THE
TROYWOOD LEARNING ENVIRONMENT, INC."**

FILED
97 SEP -4 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Troywood Learning Environment, Inc, a Florida not-for-profit corporation (the "Corporation"), Charter Number 735849, by its President and Assistant Secretary certifies that:

I.

The Board of Directors of said Corporation, at a meeting duly called on August 8, 1997, adopted the following Resolution:

RESOLVED by the Board of Directors of the Troywood Learning Environment, Inc., a Florida not-for-profit corporation, that it is advisable to Amend the Articles of Incorporation of the Corporation as follows and that such amendments are hereby approved:

Articles I, II, III, VI, IX, X, and XI shall be replaced and an Article XII shall be added as follows:

ARTICLE I

Name and Address

The name of the Corporation shall be The Troywood Learning Environment, Inc., a Florida not-for-profit corporation. The principal address of the Corporations shall be 1950 Prairie Road, West Palm Beach, Florida 33406.

ARTICLE II

Purposes

The purposes of the Corporation shall be (a) to operate a not-for-profit, non-religious, educational institution and (b) for any other lawful purpose as the Board of Directors shall from time to time determine.

ARTICLE III

Membership

Membership in this organization shall be open to all parents of students enrolled in the institution identified in Article I upon payment of the annual membership fee. Members shall have no voting rights for any purpose.

ARTICLE VI
Governance; Board of Directors; Officers

The Board of Directors (or any committee to which authority is delegated) shall conduct, manage, and control the property and the affairs of the Corporation and exercise all corporate powers authorized herein or under the laws of the State of Florida. Directors and officers shall be elected and/or appointed as provided for in the Corporation's By-Laws, as amended from time to time.

ARTICLE IX
By-Laws

The By-Laws of the Corporation shall be made, altered, amended or rescinded by a majority vote of the Board of Directors upon notice as provided for in the By-laws.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation shall be approved by a majority vote of the Board of Directors upon notice as provided for in the By-Laws.

ARTICLE XI
Disclaimer of Profit Purpose and Limitation Upon the Corporation

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article II above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XII
Dissolution

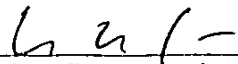
Upon the dissolution of this Corporation, all of its assets remaining after payment of all indebtedness and cost of dissolution, shall be distributed to any federal, state or local government or governmental agency or to organizations which have qualified for tax-exemption under the laws of the Internal Revenue Code of the United States, consistent with the tax-exempt status of this organization, all for public purpose with none of the assets to be distributed to any member of the Board of Directors. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, exclusively for the purpose or to such organizations, as the Court shall determine, which are organized and operated for such purposes.

II.

At a meeting of the Board of Directors of the Corporation duly called on August 8, 1997, the above described amendments were duly adopted unanimously by a vote of all of the members that were present.

THE TROYWOOD LEARNING
ENVIRONMENT, INC.

By: 
Bruce E. Loren, President

Attest: 
Kenneth L. Groves, Assistant Secretary

Dated: August 8, 1997