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CAPSTONE ACADEMY, LLC

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF CAPSTONE ACADEMY, LLC

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF CAPSTONE ACADEMY, LLC, a Florida limited liability company, are executed by the undersigned authorized representative of a member of the Company for the purposes set forth herein:

- I. The name of the limited liability company is CAPSTONE ACADEMY, LLC (hereinafter the "Company").
- 2. The Articles of Organization were filed on August 27, 2004, and assigned document number L04000064016.
 - 3. The Company has adopted the following amendment to the Articles of Organization:
 The Articles of Organization are hereby amended to amend and restate Article
 III to read as follows:

ARTICLE III - PURPOSES AND POWERS

Except as otherwise provided in these Articles of Organization, the Company is organized for any legal and lawful purposes for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

Notwithstanding the previous paragraph, the Company is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

Notwithstanding any other provisions in these Articles of Organization, the Company's purposes will be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

IN WITNESS WHEREOF, the undersigned authorized representative of a member of the Company has executed these Articles of Amendment on October 30, 2009.

AUTHORIZED REPRESENTATIVE OF MEMBER 38

Gaty W. Huston

FLORE

Gaty W. Huston

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