

N000000001090

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*The National Education Development
Fund, Incorporation*

*Please refund
overpayment.*

#00789, 01050, 00672

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

600003270016--7

-05/30/00--01017--019

*****87.50 *****43.75

W000000013772

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File *Change* _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

FILED
00 JUN -1 AM 10:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
00 MAY 30 AM 9:46
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 30, 2000

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: THE NATIONAL EDUCATION DEVELOPMENT FUND,
INCORPORATED
Ref. Number: N00000001090

We have received your document for THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 400A00030401

Corrected

RECEIVED
00 JUN -1 AM 10:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN -1 AM 10:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED

Pursuant to the provisions and authority granted by Section 617.1002 and 617.1006, Florida Statutes, THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED, a Florida corporation, hereby amends its Articles of Incorporation in their entirety as follows:

1. Article I- Name - in the Articles of Incorporation is deleted in its entirety and the following is substituted in lieu thereof:

ARTICLE I

NAME

The name of the corporations shall be: THE FLORIDA SCHOOL CHOICE FUND, INCORPORATED.

2. Article 3 - Purpose- in the Articles of Incorporation is deleted in its entirety and the following is substituted in lieu thereof:

ARTICLE III

NOT FOR PROFIT/PURPOSE

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or held for the benefit of Members, if any, Directors or Officers. The objectives to be exclusively carried on and promoted by it, are as follows:

- (a) To be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (b) To provide economic and other assistance (usually acting as an intermediary) to private schools (as opposed to public schools operated by a school system) which carry out their educational missions from physical facilities located in inner city areas of municipalities located throughout the United States and which are also, in large part, not-for-profit institutions.

- (c) Said corporation 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 3 hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation; contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (e) The Corporation will accomplish the aforementioned purposes through in general, exercising any, each and every power incidental, necessary or desirable to the purposes of this Corporation in order to accomplish said purposes, including trust powers, which a corporation not for profit organized under the laws of Florida for the purposes herein set forth can be authorized to exercise.

3. Article IV is deleted in its entirety and the following is substituted in lieu thereof:

ARTICLE IV

DIRECTORS

4.1 Number and Qualification: The number of Directors may be increased or decreased by the Directors from time to time in accordance with the Bylaws but shall never be less than three (3)

nor more than seven (7). The then serving Directors shall elect the Directors at their annual meeting. The Bylaws may provide for ex officio and honorary Directors along with their rights and privileges.

4.2 Duties and Powers: All powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed by the Board of Directors of the Corporation. The management of this Corporation and all of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors and its agents, contractors or employees.

4.3 Election; Removal: Except as hereinafter provided, Directors of the Corporation shall be elected at their annual meeting in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed with or without cause by a majority of votes of the Directors and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Any Director removed from office shall not again become a Director before the next annual meeting of the Board of Directors.

4.4 Initial Directors: The names and addresses of the initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
John Kirtley	601 North Ashley Drive, Ste. 500 Tampa, FL 33602
Michele Cuteri	601 North Ashley Drive, Ste. 500 Tampa, FL 33602
Petrina Trice	12106 St. Andrews Place, #207 Miramar, FL 33025

4. The following is added as new Article VII:

ARTICLE VII

LIMITATIONS ON POWERS

The powers of the Corporation shall include and be governed by the following:

7.1 General: The Corporation shall have all of the common-law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Bylaws of the Corporation, the

Act and shall have all powers conferred by the laws of the State of Florida necessary or desirable and consistent with Section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance of the objectives of this Corporation, the property of this Corporation is irrevocably dedicated to the exempt purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding section of any future Internal Revenue Code.

7.2 Distribution of Income; Dissolution: No part of the net earnings or net income of the Corporation shall inure to the benefit of or otherwise be distributed to any Member, Director or Officer of the Corporation, and no Member, Director or Officer of the Corporation shall receive any recurring benefit from the Corporation except such reasonable compensation as may be allowed for services actually rendered to the Corporation and the use, payment or distribution of the net earnings or net income in furtherance of the purposes set forth in Article 3. In the event of dissolution, the residual assets of the Corporation will be turned over 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 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive purpose.

5. The following is added as new Article VIII:

ARTICLE VIII

OFFICERS

The affairs of the Corporation shall be administered by the individuals holding the corporate offices as provided in the Bylaws. The Officers shall be elected by the Board of Directors at their first meeting and may be removed by the Board of Directors at such time and in such manner as may be prescribed in the Bylaws. The Bylaws shall provide for the removal from office of officers, for filling vacancies, for the duties of each officer and for such other officer deemed appropriate by the Board of Directors. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are as follows:

President/Secretary : John Kirtley

Vice President/Treasurer: Michele Cuteri

6. The following is added as new Article IX

ARTICLE IX

BYLAWS

The first Bylaws of the Corporation shall be made and adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws by the Board of Directors in any manner not either inconsistent with these Articles, as amended from time to time hereafter, or contrary to law.

7. The following is added as new Article X.

ARTICLE X

NONSTOCK BASIS/MEMBERS

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation. This Corporation shall not have members.

8. The following is added as new Article XI:

ARTICLE XI

NONDISCRIMINATION

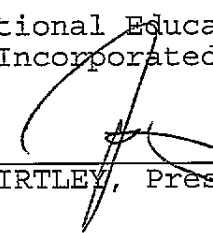
The activities and services of the corporation shall not be rendered nor denied to anyone because of race, religion, sex or national origin.

There are no members of this Corporation. Furthermore, there are members entitled to vote on the amendment.

IN WITNESS WHEREOF, the subscriber has signed these Articles of Incorporation on this 17 day of May, 2000.

This amendment was adopted
May 17, 2000. by the directors.

The National Education Development
Fund, Incorporated

By: 
JOHN KIRTLEY, President

STATE OF FLORIDA
COUNTY OF Hillsborough

BEFORE ME, personally appeared, John Kirtley, to me well known
to me or produced the following identification
_____, to be the person described in and who
executed the foregoing Articles of Incorporation and acknowledged
to and before me that he executed said instrument for the purposes
therein expressed and did not take an oath.

WITNESS my hand and official seal this 17 day of
May, 2000.



Nancy J Wall
My Commission CC594833
Expires December 21, 2000

Nancy J. Wall
Notary Public
Name Printed: Nancy J. Wall
My Commission Expires: 12-21-2000
My commission No: CC594833