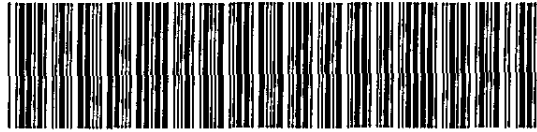


N00000005387

(Requestor's Name)

(Address)

(Address)



100038252121

Vision Educational Learning Center
503 W. Central Blvd.
Orlando, FL 32801

06/28/04--01015--013 **35.00

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Amend

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ARTICLES OF AMENDMENT

04 JUN 28 AM 11:43

to

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Vision educational learning center and school for the Performing arts Inc.
(present name)

N00000005387

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

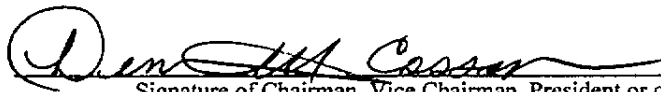
Articles to be Amended: Article III & IV

Articles to be Added: Preamble, Articles VII, VIII, IX, X, XI, XII

SECOND: The date of adoption of the amendment(s) was: June 15, 2004

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Denise M. Cossom

Typed or printed name

President

Title

June 15, 2004

Date

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR

Vision Educational Learning Center and School For The
Performing Arts Inc.

Preamble

We, the undersigned incorporators of the Vision Educational Learning Center and School For The Performing Arts Inc., mindful of our purpose in order that this body may be governed in an orderly manner, consistent with the principles of a self-governing body, inherent rights of the Articles of Incorporation, do declare and establish this constitution. Notice is hereby given that the undersigned incorporators are U.S. Citizens of full age, having voluntarily associated themselves for the purpose of forming a not-for-profit corporation *without capital stock in accordance under the laws of the State of Florida* under the provision of chapter 617, providing for the formation, liability, rights, privileges, and immunities of a not-for-profit corporation. This corporation shall exist exclusively educational and charitable purposes as defined in the Section 501c3 of the Internal Revenue Code of 1954.

ARTICLE III

Corporate Purpose and Powers

Vision Educational Learning Center and School For The Performing Arts is a nonprofit religious, charitable and educational organization whose purpose is to aid, educate, mentor and develop youth. This corporation shall also exist to:

- organize and carry on educational activities as a private Christian school and performing arts center.
- Promote and secure academic success, seek to meet, as well as, excel in all state required standards.
- Provide performing arts activities.
- Provide positive social redevelopment of youth within our community.

As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

- (a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
- (b) To sell exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- (c) To borrow monies, and, from time-to-time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, monies borrowed or in payment for secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the

assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

- (d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not conflict with the provisions of 501©(3) of the internal revenue of 1986 an applicable regulations thereunder, as they now exist or as they may be amended.

ARTICLE IV

Management of Corporate Affairs and Elections

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors which shall have five (5) Directors initially which shall act in accordance with the bylaws of this corporation. The number of Director may be increased or decreased from time to time by a majority of the Board of Directors, but a no time shall there be fewer than (3) Directors of the Corporation.

This corporation may adopt an advisory board whose members shall have no voting privileges or liability, but shall exist for the sole purpose of providing advice for the benefit of this corporation. All Directors and employees shall be indemnified against actions arising out of judicial proceeding against this organization. This corporation reserves the right to retain any legal, accounting and professional services to insure accountability and integrity in its business affairs. Directors shall be elected during annual meetings wherein a two-thirds presence of the Board shall constitute a quorum.

ARTICLE VII

Corporate Existence

The existence of this corporation shall be perpetual

ARTICLE VIII

Dissolution

In the event of dissolution of this corporation, or in the it shall cease to carry out the objects and purpose herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organizations exempt under the provisions of Sections 501©(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the Corporation may select and designate; and in no event shall of said assets of property, in the event of dissolution thereof. go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of shall be disposed by the District Court of the County on which the principle office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Miscellaneous

Notwithstanding any other provisions of these Articles to the contrary herein, in the conduct of the affairs of the Corporation:

- (a) The Corporation shall neither have nor exercise any power, nor engage directly in any activity, that would invalidate its status:
 - 1. As a corporation which is exempt from income taxation as an organization described in Section 501c(3) of the Internal Revenue Code 1986 (or the corresponding provision of any future United States Internal Revenue law); or
 - 2. As a corporation contributions to which are deductible under Section 170C(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)
- (b) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of or be distributed 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 pertinent to it and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- (c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; no shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; no shall the corporation engage in activities that are unlawful under applicable federal, state, or local laws.
- (d) The corporation shall not:
 - (1) operate for the purpose of carrying on a trade or business of profit;
 - (2) accumulate income, invest income, or derive income, in a manner endangering its exempt status; or
 - (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.
- (e) The corporation's operations are to be conducted principally in the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the corporation.

ARTICLE XI

Capital Stock

This corporation shall be without capital stock.