

N00000005848

January 10, 2001

Louise Flemming-Jackson
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: N00000005848
Letter#: 901A00000716

Dear Ms. Flemming-Jackson:

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-01/19/01--01056--008
*****43.75 *****43.75

Accompanying this cover sheet is attached two originals of "Project Graduation of Lake Worth, Inc." **Amended and Restated Articles of Incorporation**. As requested we have voted on the necessary changes that should assist us in receiving our 501-© (3) designation.


You shall find at the end of the document the date of the vote and that a quorum existed when it was taken.

The articles were also corrected to reflect the consistency in the registered agent's signature.

Attached also is a check (#108) for \$43.75, representing the fee associated with the article changes and a certified copy.

I hope the accompanying information will be sufficient in processing our request. If you need further clarification I may be contacted at (561) 586-1711 ext. 538 during the day or (561) 586-8209 in the evening.

Sincerely,


Paul B. Blockson III
1802 Pierce Drive
Lake Worth, Florida 33460

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 19 PM 12:14

*Mr. Blockson authorized
to add by the members
to the approval*

*Amended & Restated
LFT 1-23-2001*

December 20, 2000

Ms. K. Fenton
Internal Revenue Service
P.O.Box 13163
Baltimore, Maryland 21203

Dear Ms. Fenton:

I have requested a review from the State of Florida Division of Corporations that our letter of incorporation include the language you stipulated to ensure donations be tax deductible. I have attached a copy for your records. I have also enclosed our application (form 1023) to garner 501 © (3) status.

I want to thank you for all the help you have provided in my attempt to ensure this organization gains its tax-exempt status. If you need further clarification on any issue please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Paul Blockson", with a large, stylized flourish extending from the end of the signature.

Paul B. Blockson III, Treasurer
1802 Pierce Drive
Lake Worth, Florida 33460
(561) 586-8209 (home)
(561) 586-1711 ext. 538 (bus)



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 5, 2001

Paul B. Blockson III, Treasurer
% PROJECT GRADUATION OF LAKE WORTH, INC.
1802 Pierce Drive
Lake Worth, FL 33460

SUBJECT: PROJECT GRADUATION OF LAKE WORTH, INC.
Ref. Number: N00000005848

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please entitle your document Amended and Restated Articles of Incorporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR 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.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 901A00000716

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 19 PM 12: 14

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I NAME

Project Graduation of Lake Worth, Inc.

ARTICLE II PRINCIPLE OFFICE

1802 Pierce Drive
Lake Worth, Florida 33460

ARTICLE III PURPOSE(S)

To raise funds to support an alcohol and drug free party for all graduating seniors of Lake Worth High School.
Said corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 © (3).

ARTICLE IV POWERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501 © (3) purposes. 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, or in opposition to, any candidate for public office.

Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities nor permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE V

ASSETS UPON DISSOLUTION

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE VI

MANNER OF ELECTION OF DIRECTORS

Officers are elected by the supporting parents at the June meeting.

ARTICLE VII

INITIAL REGISTERED AGENT AND ADDRESS

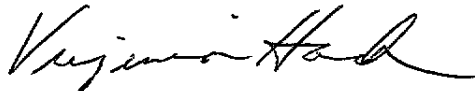
Paul B. Blockson III
1802 Pierce Drive
Lake Worth, Florida 33460

Signature

 Date 1-12-01

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I Virginia Hack am fully aware of the changes made to this document having been voted upon on January 12, 2001. The number of votes cast for the amendment was sufficient for approval, by the members.



Chairperson Signature

Virginia Hack
4287 Hunting Trail
Lake Worth, Florida 33467

Date 1/12/01