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March 13, 2001

Amendment Section  
Division of Corporations  
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Tallahassee, FL 32314

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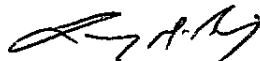
The enclosed "Amendment to Articles of Incorporation of Oracene Williams Learning Foundation, Inc." is being forwarded on behalf of the organization. The amendment has been prepared by counsel to conform the minimum number of directors (3) to the requirements of the Florida Statute for non-profit organizations. Also enclosed is a cashiers check made payable to the Department of State.

For your information, the address of the organization remains as follows:

5841 Corporate Way  
Suite 104  
West Palm Beach, FL 33407  
Attn: Oracene Williams, President

Please feel free to contact the undersigned at (202) 822-4312 should you have additional questions.

Very truly yours,



Larry D. Bailey  
Partner

LDB:mdp  
Enclosures

cc: Oracene Williams

01 MAR 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

*Amend*  
T. LEWIS MAR 23 2001

FILED  
01 MAR 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
ORACENE WILLIAMS LEARNING FOUNDATION, INC.**

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.

1. The name of the corporation is Oracene Williams Learning Foundation, Inc.
2. Article III shall be amended by deleting the last sentence standing alone after paragraph 12, which provides that "The By-Laws may impose other conditions of membership from time to time."
3. Article VII is hereby replaced in its entirety to provide as follows:

**ARTICLE VII**

The affairs of the corporation shall be managed by a President, Vice President, Secretary and Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the officers and the office they shall hold until the first election shall be:

Oracene Williams - President, Vice President, Secretary and Treasurer

4. Article VIII is hereby replaced in its entirety to provide as follows:

**ARTICLE VIII**

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of four (4) persons whose names and addresses are as follows and who shall serve as directors until the first election:

Oracene Williams, 5841 Corporate Way, Suite 104, West Palm Beach, FL 33407  
Venus E.S. Williams, 313 Grand T Terrace, Palm Beach Gardens, FL 33418  
Serena J. Williams, 313 Grand T Terracc, Palm Beach Gardens, FL 33418  
Larry Bailey, c/o PricewaterhouseCoopers, 1900 K Street, N.W., Washington, DC 20006

5. Article IX is hereby replaced in its entirety to provide as follows:

**ARTICLE IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose after first giving at least ten (10) days written notice of the meeting.

6. Article XI is deleted in its entirety.

7. The date of adoption of the amendments was March 2, 2001.
  8. The amendments were duly approved by the Board of Directors. There are no members.
  9. These articles will be effective upon filing.
- DATED: March 2, 2001.

Oracene Williams Learning Foundation, Inc.

  
By: Oracene Williams  
Its: President