



memo from Ken Toney

**GO Driving School,
Inc. a florida non-
profit organization**
177 North Country Club Road
Lake Mary, FL 32746
407 831 3500
888 750 3279

TO: Florida Department of Corporations

N0200000000184

Dear Office of Corporation: Amendment Department,

Please find enclosed Articles of Amendment to Articles of Incorporation for GO Driving School, Inc.

It was my understanding that my attorney, Robert Torenzio, had over -nighted this to your offices on May 30, 2002. It is also my understanding that your office has not received the attached correspondence, which I have signed again this day, June 12, 2002.

I have enclosed a check in the amount of \$43.75 (\$35.00 for the change and an additional \$8.75 for a Certified Copy).

Please forward a Certified copy to:

Can I have the Certified Copy sent to as well as the stamped copy of the attached to:

GO Driving School, Inc., a Florida non-profit organization, 177 North Country Road, Lake Mary, FL 32746.

If you have any questions please contact me at (407) 831 3500 at my office or (best bet is to reach me on my cell as I do seminars at middle and high schools a lot) (407) 463 8264.

Thank you,


Ken Toney, Executive Director

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SECRETARY OF STATE
JUN 14 PM 1:07
TALLAHASSEE, FL 32301

*N02000000184 OK
Amend 6-14-02
6/15/02
Out copy*

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

GO DRIVING SCHOOL, INC., a Florida non-profit corporation

Document Number of Corporation : N02000000184.

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

FIRST: Amendment(s) BEING AMENDED, ADDED OR DELETED.)

Amended: Article I
Amended Article II
Amended Article III
Amended Article IV
Amended Article V
Amended Article VI
Amended Article VII
Amended Article VIII
Added Article IX
Added Article X
Added Article XI

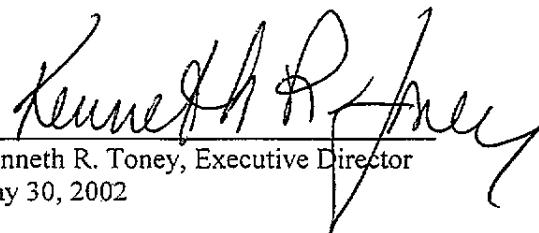
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TALLAHASSEE, FLORIDA

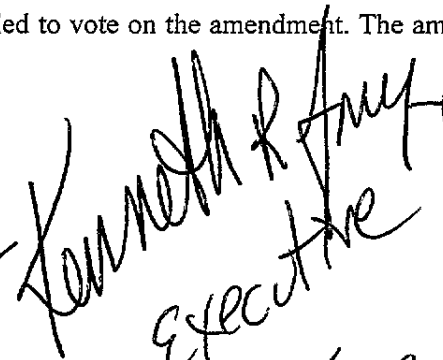
All amendments are adopted as attached hereto as "Amended Articles of Incorporation".

SECOND: The date of adoption of the amendments was April 1, 2002:

THIRD: Adoption of Amendment

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.


Kenneth R. Toney, Executive Director
May 30, 2002


Executive Director
June 12, 2002

AMENDED
ARTICLES OF INCORPORATION

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter . 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file the Articles of Incorporation.

ARTICLE I – NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be:

GO DRIVING SCHOOL, INC.

The principle office, the mailing address of the corporation shall be:

177 North Country Club Road, Lake Mary, Florida 32746.

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TALLAHASSEE, FLORIDA

ARTICLE II – PURPOSE

The object and purpose for which the corporation is organized is:

1. To conduct any and all business arising out of driver education, either elected or mandated by state licensing agencies, to provide the state required "First time Driver" and "Drug and Alcohol" driver classes at little or no cost to qualified participants, collaborate with high schools utilizing the information materials provided by Go Driving School, and
2. To transact any other business for which non-profit corporations may be incorporated under the Florida Corporation Act, and
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III – MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As otherwise authorized under Florida Law and the By-Laws of this Corporation.

ARTICLE IV – DURATION

This corporation shall exist perpetually, commencing as of the date of filing these Articles of Incorporation.

ARTICLE V – INITIAL OFFICERS AND DIRECTORS

The name and residence address of the directors of the Corporation is:

Kenneth R. Toney	Cynthia D. Frederick	Diane Mummaw
3217 Tidal Pool Cove	24814 SE 173 rd Lane	885 N. Atmore Circle
Lake Mary, FL 32746	Umatilla, FL 32784	Deltona, FL 32725

The name and residence addresses of the officers who are to manage all of the affairs of the Corporation are:

Kenneth R. Toney, President/Executive Director
3217 Tidal Pool Cove
Lake Mary, FL 32746

ARTICLE VI **BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of directors' meeting.

The Article of Incorporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

ARTICLE VII – GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VIII – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Kenneth R. Toney
Go Driving School, Inc
177 North Country Club Road
Lake Mary, FL 32746

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE X – PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors, or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.

4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XI - DEDICATION OF ASSETS

The Corporation dedicates all assets, which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets 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 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

By my hand signed and sealed this 30th day of May, 2002
By my hand signed and sealed this 12th
day of June, 2002
Kenneth R. Toney, Exec. Dir.
Kenneth R. Toney, President/Executive Director

Kenneth R. Toney, Executive Director