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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 29 2013
T. LEMIEUX
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: North-South Institute, Inc.

DOCUMENT NUMBER: N02000001242

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dr. Samuel W. Scott, Ph.D.

(Name of Contact Person)

North-South Institute, Inc.

(Firm/ Company)

5400 S. University Drive, Suite 508

(Address)

Davie, Florida, 33328

(City/ State and Zip Code)

nsied2002@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dr. Samuel Scott

(Name of Contact Person)

at (954) 434-8220

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

North-South Institute, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N02000001242

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable: _____
*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable: _____
*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE III: PURPOSE

REPLACE: "The Corporation is organized and operated exclusively for charitable, educational, religious, or scientific purposes within meaning of Section 501(c)(3) of the Internal Revenue Code"

WITH: "The Corporation is incorporated exclusively for charitable, educational, religious, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the "Code").

Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

a. To provide and promote research, planning, training, outreach, technical assistance and community economic development.

b. To do all things which may be necessary, appropriate, or convenient to the achievement of the foregoing purposes, and which may be lawfully done by a nonprofit corporation and pursuant to the laws of the state of Florida and which are not otherwise prohibited by the Articles of Incorporation and Bylaws."

ARTICLES OF INCORPORATION

AMENDMENTS

1). ARTICLE III: PURPOSE

Replace

"A research and economic development institute whose objective is to promote sustainable development system and foster eco-economic development within an international business and trade framework."

With

The Corporation is organized and operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code

2). ADD ARTICLE VIII: INUREMENT OF INCOME

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.

3). ADD ARTICLE IX: OPERATIONAL LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation shall not carry any other activities into permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 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).

4). ADD ARTICLE X: DISSOLUTION CLAUSE

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation in then located, exclusively for such, purposes or to such organization or organization , as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S.. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

NORTH SOUTH INSTITUTE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10097 CLEARY Blvd. Sk 265, PLANTATION, FL 33324

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

A research and economic development institute whose objective is to promote sustainable development system and foster eco-economic development within an international business and trade framework

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

To be appointed by its membership on a three-year rotational basis

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

1. DR. Samuel Scott, Ph.D, 6007 Red Plum Ct, TAMARAC, FL 33321
2. DR. Owen Osbourne, 10550 SW 12 Terrace, Micanopy, FL 32667
- 3 DR. Magid Dagher, 108 Pine Hurst Drive, Vicksburg, MS 39180.

ARTICLE VI INTIAL REGISTERED AGENT AND STREET ADDRESS

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

DR. SAMUEL SCOTT, Ph.D. 6007 Red Plum Ct. TAMARAC, FL 33321.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

DR. SAMUEL SCOTT, Ph.D. 6007 Red Plum Ct. TAMARAC, FL 33321.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Scott
Signature/Registered Agent

Feb 13, 2002
Date

Scott
Signature/Incorporator

Feb 13, 2002
Date

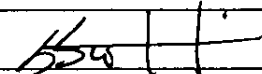
The date of each amendment(s) adoption: July 3, 2013, if other than the date this document was signed.

Effective date if applicable: July 23, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

Dated July 23, 2013

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Samuel W. Scott
(Typed or printed name of person signing)

Director
(Title of person signing)