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Articles of Amendment/ Articles of Incorporation of The Goodrum/Darby Scholarship Foundation, Inc.

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Pursuant to the provisions of section 617.1006, Florida statues, the undersign Florida nonprofit corporation adopts the following Articles of Amendment to it's Articles of Incorporation.

FIRST: ARTICLE THREE-PURPOSE, is amended as follows:

The corporation is organized exclusively for charitable, religious, education, scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt to organizations under Section 501(C)(3) of the Internal Revenue Code, and the corresponding section of any future federal tax code.

SECOND: ARTICLE 4- ELECTION, is here by deleted in its entirety and amended to state as follows:

ARTICLE 4-DISTRIBUTION AND DESLOUSTION

No part of the net earnings of the corporations shall inure in any event to the benefit of, or be distributable to it's members, trustees, officers, or the 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 the purposes set forth in Article 3. No substantial part of the activity of the corporation shall be the carrying on of propaganda, or other rise activity and to influence legislation, and the corporation shall not participate, or intervene in (including publishing and distribution of statements) in a political campaign on behave of or in a position to a candidate for public

office. Not withstanding any other provisions of these Articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any substances not so disposed of shall be disposed of by a court having jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or such organizations, a set court shall determine, which are organized and operate exclusively for, such purposes.

THIRD: The date of adoption of the Amendments was August 22, 2003.

FOURTH: There are no members entitled to vote on the Amendment.

The Amendments where adopted by the Board of Directors.

Timothy Brown

President