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DIVISION OF CORPORATIONS
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Amend.

JB
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KEY EDUCATION, INC.

DOCUMENT NUMBER: H04000062884

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

Please return all correspondence concerning this matter to the following:

NIKKI STEEN

(Name of Contact Person)

LEGALFILINGS.COM, INC

(Firm/ Company)

16830 VENTURA BLVD, SUITE 360

(Address)

~~ENSON~~ ENCINO CA 91430

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

NIKKI STEEN

(Name of Contact Person)

at (818) 592-4040

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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is enclosed) |
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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 MAR 20 PM 2: 17

KEY EDUCATION, INC.

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

~~NO4000062884~~ **NO4000003061**

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

ARTICLE III: The specific purpose for which this corporation is organized is: SEE ATTACHED

ARTICLE VIII: Other provisions: SEE ATTACHED

(Attach additional pages if necessary)

(continued)

The date of adoption of the amendment(s) was: MARCH 1ST, 2006

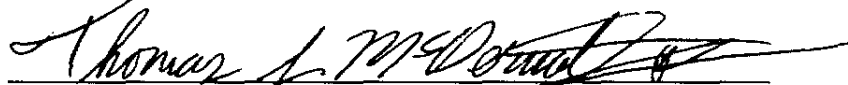
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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

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

Signed this 10 day of MARCH, 2006.

Signature



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

THOMAS J. MCDERMOTT

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35

ARTICLE III: This corporation is organized and operated exclusively for one or more of the following purposes: **Public Benefit, Charitable, Educational, Religious and Scientific** purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purpose is to **provide education to students through programs designed to guide them in their self discovery.**

ARTICLE VIII: Other Provisions: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.