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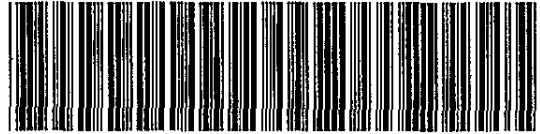
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*Amend  
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04/10/06--01023--006 \*\*70.00

FILED  
06 APR 10 PM 3:35  
STATE OF FLA  
TALLAHASSEE, FL



March 7, 2006

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

**SUBJECT: The Prestige Scholarship Fund, Inc. / Articles of Amendment**

**ORIGINAL DOCUMENT: N04000011181**

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

Please return all correspondence concerning this matter to:

Alejandro Vilarello, Esq.  
14160 Palmetto Frontage Road, Suite 21  
Miami Lakes, FL 33016

For further information concerning this matter, please call at (305) 827-5665.

Enclosed is a check for \$35.00 (filing fee), made payable to the Department of State.

Sincerely,

  
Alejandro Vilarello, Esq.

14160 Palmetto Frontage Road, Suite 21  
Miami Lakes, FL 33016  
(305) 827-5665

*Articles of Amendment  
To  
The Articles of Incorporation  
Of*

FILED  
06 APR 10 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**The Prestige Scholarship Fund, Inc.**

*A NOT FOR PROFIT CORPORATION*

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendments to its Articles of Incorporation.

Article I  
Name

The name of this not for profit corporation shall be "The Prestige Scholarship Fund, Inc."

Article II  
Address

The principal place of business and mailing address of this not for profit corporation shall be 14160 Palmetto Frontage Road, Suite 21, Miami Lakes, FL, 33016.

Article III  
Purposes

The purposes for which this not for profit corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this not for profit corporation shall not:

- a. Participate in any activity not permitted to be carried on by an organization exempt from Federal income tax under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- b. Participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Attempt to influence legislation.

The specific purposes of this not for profit corporation shall be:

- a. To motivate and recruit Hialeah residents that have participated in programs sponsored by the City of Hialeah Recreation & Community Services Department toward higher educational achievements.
- b. To economically assist deserving Hialeah residents that have participated in programs sponsored by the City of Hialeah Recreation & Community Services Department in the pursuit of higher education.
- c. To solicit and accept contributions from the general public, public or private institutions, and government agencies to achieve the goals of this not for profit corporation.
- d. To perform every lawful act and thing necessary, desirable and expedient, to be done, in carrying on the purposes of this not for profit corporation, and to accomplish the ends for which the body corporate is formed.

Article IV  
Management

- a. The Board of Directors shall have the general management of the property, business affairs and concerns of the not for profit corporation, and shall consist of not less than five (5) and not more than nine (9) directors, the exact number to be fixed by the board.
- b. Management of the daily operations of the not for profit corporation shall be conducted by the Officers, which shall consist of the President, Vice President, Secretary, and Treasurer.

Article V  
Appointment of Board of Directors

- a. The President of Prestige Builders Group, Corp., shall appoint the five members of the Board of Directors.
- b. If the Board of Directors chooses to expand the number of board members beyond five, the board members that exceed five shall be selected by a majority vote of the board members.
- c. The members of the Board of Directors shall come from the following business fields: education, real estate, government, recreation and leisure activities, engineering, education, economic development, accounting, business management, law, medicine, computer science, banking, advertisement, marketing and employment consulting.

Article VI  
Initial Board of Directors

- a. Within sixty-days (60) of the adoption of the Articles of Amendment. The President of Prestige Builders Group Corp., shall designate the new members of the Board of Directors. Each year thereafter, the President of Prestige Builders Group shall designate the members of the Board of Directors and shall fill vacancies on the Board of Directors, except as otherwise provided herein.
- b. Within one hundred and twenty-days (120) of the adoption of the Articles of Amendment, the Board of Directors shall convene to elect Officers. The election procedure of the Officers shall be identical to those established by Article VII.

Article VII  
Election

- a. Each year at the annual meeting, the Board of Directors shall elect the Chairperson of the Board, who shall appoint an acting Secretary of the meeting. The Chairperson shall entertain nominations from among the Board members to serve as Officers of the not for profit corporation.
- b. After the Chairperson has declared that the nominations are closed, the Board of Directors shall vote on the Officers. However, if there is but one nominee for any office, it shall be in order to move that the collective ballot be cast for the nominee.
- c. A vacancy on the Board of Directors or in any office shall exist in the event of the death or resignation of a Director, or if the Board, by a two-thirds vote of its members, adopts a resolution removing a Director for just cause.
- d. A vacancy occurring in any office shall be filled for the un-expired term by another Director elected by a majority vote of the remaining members of the Board of Directors after written notice of such election has been mailed, certified receipt requested, to all Directors. However, in case a vacancy occurs in the office of the President, the Vice President shall serve as President of the not for profit corporation for the un-expired term.

Article VIII  
Indemnification

The not for profit corporation shall indemnify any and all persons who may serve or who have served at any time as Incorporators, Directors or Officers, against any and all expenses (including, but not limited to, amounts paid upon judgments, attorneys' fees, costs and amounts paid in settlement) reasonably incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, may be involved by virtue of each person's being or having been such Incorporator, Director

or Officer, except in relation to matters as to which any such Incorporator, Director or Officer shall be adjudged in any action, suit or proceeding to be liable for misfeasance or malfeasance in the performance of his or her duties as such Incorporator, Director or Officer. As a condition for this indemnification being effective, the not for profit corporation shall have the right, at its sole option, to control the defense and settlement of any such action. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or otherwise.

Article IX  
Resident Agent

The Resident Agent of this not for profit corporation until a successor shall be appointed shall be Alejandro Vilarello, Esq., whose business address is 14160 Palmetto Frontage Road, Suite 21, Miami Lakes, FL, 33016.

Article X  
Membership

This not for profit corporation shall have no members.

Article XI  
Term

This not for profit corporation shall have perpetual existence.

Article XII  
By-Laws

The By-Laws of this not for profit corporation may be made, altered or rescinded by the vote of a majority of the members of the Board of Directors.

Article XIII  
Amendments to Articles of Incorporation

Amendments to the Articles of Amendment may be proposed by any Director of the not for profit corporation, and may be adopted by the vote of a majority of the members of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Department of State in the manner provided by law.

Article XIV  
Meetings

The Board of Directors of this not for profit corporation shall meet annually at the time provided for in the By-Laws and at such other times as meetings may be duly called in accordance with the By-Laws.

Article XV  
Assets

The property of this not for profit corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that this not for profit 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 III.


Article XVI  
Dissolution

In the event of dissolution, the residual assets of this not for profit corporation will be turned over 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 the corresponding provision of any future United States Internal Revenue Law, or to the Federal, State, or local government for exclusive public purposes.

Article XVII  
Adoption of Amendments

The date of adoption of the amendments was: 3-14-06

This not for profit corporation has no members. The amendments were adopted by the Board of Directors.

  
\_\_\_\_\_  
Martin Caparros, Jr., *President*

Initial date of incorporation: November 23, 2005  
Document Number: N04000011181

Acknowledgement of Registered Agent

Having been named registered agent to accept service of process for the above stated not for profit 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.

Alejandro Vilarello, Esq.

3-27-06  
Date

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared Martin Caparros, Jr., President, and Alejandro Vilarello, Esq., to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County of Miami-Dade, State of Florida, this 27<sup>th</sup> day of March, 2006.

Notary Public



S:\REG\Assignments\A-2011-095-College-Scholarship-Endowment-Fund\Articles of Amendment\Notary Seal\Notary Seal