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COVER LETTER

TO: Amendment Section
Division of Corporations

| NAME OF CORPORATION: MARCUS STROUD FOUNDATION, INC. | | |
|--|--|--|
| DOCUMENT NUMBER: N0500000398 | 3 | |
| The enclosed Articles of Amendment and fee | are submitted for filing. | |
| Please return all correspondence concerning the | nis matter to the following: | |
| LISA BARRINGER | | |
| (Name of | Contact Person) | |
| CSI CAPITAL MANAGEMEN | Т | |
| (Firm | / Company) | |
| 600 CALIFORNIA STREET, 18 | BTH FLOOR | |
| (A | Address) | |
| SAN FRANCISCO, CA 9410 | 98 | |
| (City/ Stat | e and Zip Code) | |
| For further information concerning this matter | , please call: | |
| LISA BARRINGER | at (415) 354-3000 | |
| (Name of Contact Person) | (Area Code & Daytime Telephone Number) | |
| Enclosed is a check for the following amount: | | |
| \$35 Filing Fee \$\bigcup \\$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

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| 2008 APR 14 TALLAHASSEE | PM 1:49 |
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MARCUS STROUD FOUNDATION, INC.

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

| N05000003983 |
|---|
| (Document number of corporation (if known) |
| Pursuant to the provisions of section 617.1006, Florida Statutes, this <i>Florida Not For Profit Corporation</i> 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 <u>not</u> be used in the name of a not for profit corporation) <u>AMENDMENTS ADOPTED-</u> (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC) |
| SEE ATTACHED SHEET |
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| (Attach additional pages if necessary) |

(Attach additional pages if necessary) (continued)

AMENDMENT TO ARTICLES OF INCORPORATION FOR MARCUS STROUD FOUNDATION, INC

ARTICLE III IS HEREBY AMENDED IN ITS ENTIRETY TO INCLUDE THE FOLLOWING PROVISIONS:

"The purpose of this organization is to provide mentoring, guidance, and tutoring to youth from single mother homes, and to generate funds to donate towards the college education of such youths.

Said organization is organized exclusively for charitable, religious, educational, 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 the corresponding section of any future federal tax code.

Upon the dissolution of this 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."

| The date of adoption of the amendment(s) was: 4/9/08 |
|---|
| 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 cas 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. |
| 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.) |
| MARCUS STROUD |
| (Typed or printed name of person signing) |
| PRESIDENT |
| (Title of person signing) |

FILING FEE: \$35