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SECOND ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CONDUCTIVE EDUCATION OF SOUTH FLORIDA, INC.
a Florida Not-for-Profit corporation

Pursuant to the provisions of Section 617.10006, Florida Statutes, this FLORIDA NOT FOR PROFIT CORPORATION adopts the following amendments to its Articles of Incorporation:

FIRST AMENDMENT ADOPTED: Article III is deleted and in its place, the following amendment is inserted:

ARTICLE IV - PURPOSES

The purposes for which the corporation is organized are:

- a. This corporation will be organized as a 501(c)(3) Charitable Organization and shall operate exclusively for charitable, educational and scientific purposes; including for such purposes, the making of distributions on a non-sectarian, non-denominational basis to organizations that qualify as exempt organizations under Section 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of the succeeding law) or as a Non-Profit Corporation in good standing under the Florida law, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable, civic, fraternal and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.
- b. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:
 - (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
 - (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the

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corporation may require, subject to such limitations as may be prescribed by law; and

- (3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debenture, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
 - (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
 - (5) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida and also as Trustee of any Trust, endowment or portfolio; and
 - (6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.
- c. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501 (c)(3), 2055(a) and 170 (c)(2) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.
- d. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organizations described in Code Sections 501 (c)(3), 2055(a) and 170 (c)(2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- e. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

SECOND AMENDMENT ADOPTED: Article VIII is deleted in its entirety and in its place the following amendment is inserted:

ARTICLE VIII - DISPOSITION OF ASSETS ON DISSOLUTION

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.

THIRD AMENDMENT ADOPTED: Article IX is inserted as an amendment:

ARTICLE IX - EXEMPT STATUS: PROHIBITED TRANSACTIONS

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasure Regulations thereunder.

a. This corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501 (c)(3).

b. This corporation, during the period it is a "private foundation" as defined in Code Section 509(a), shall not:

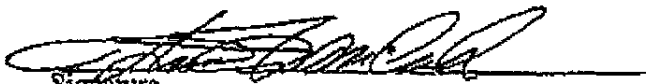
- (1) Engage in any act of "self-dealing" as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941;
- (2) Retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943;
- (3) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
- (4) Make any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

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The date of the adoption of the amendment and the effective date was September 18, 2006.

There are no members or members entitled to vote on the amendment. The amendment was approved by the Board of the Directors.

Signed this 19th day of September, 2006.


Signature

Printed Name: Thomas E. H. Carmack

Title: President

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