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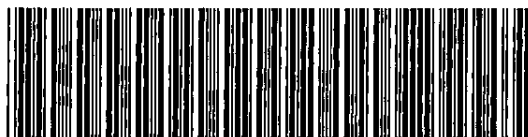
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Building Literacy and Self-esteem Children's Foundation, Inc.

DOCUMENT NUMBER: NO6 000006246

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

Please return all correspondence concerning this matter to the following:

Ms Joanne Welch, President

(Name of Contact Person)

BLSECF, Inc.

(Firm/ Company)

3500 NW 83rd Street

(Address)

Miami, Florida 33147

(City/ State and Zip Code)

For further information concerning this matter, please call:

Joanne Welch

(Name of Contact Person)

at (786) 286-0519

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Certified Copy
(Additional Copy
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

2007 APR -5 AM 11:23

Building Literacy and Self-esteem Children's Foundation, INC. SECRETARY OF STATE
(Name of corporation as currently filed with the Florida Dept. of State) TALLAHASSEE, FLORIDA

N06000006246

(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):

N/A

(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III: PURPOSE, and Article IV: MANNER OF ELECTION, in the original Articles of Incorporation are herewith amended and superseded. Article VIII: FINANCIAL ACTIVITY, has been added to the Articles of Incorporation.

Amended Article III: It shall be the purpose of the Organization to provide quality education and educational supplies to inner-city children. We will maximize the scope and effectiveness of these services to needy children and families. Our purpose will be accomplished through staff, volunteers and resources obtained through grants and donations from public and private funding sources. BLSECF is organized exclusively for charitable, religious, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code, or under corresponding sections of any future Federal tax code. In accordance with our purposes, BLSECF, Inc. will conform with Section 5028 (e) of the IRS Code. We will operate to avoid liability for excise tax. We will meet these by relying on Florida State Laws.

Amended Article IV: MANNER OF ELECTION - The members of the Board will be elected to a term of two years. Elections will be held annually in order to permit board member terms to expire in alternate years. Elections will be held in accordance with procedures stated in Roberts Rules of Order. The duties of directors and officers will be detailed in Articles VI and VII of the corporate By-laws.

(see attachment)

(Attach additional pages if necessary)
(continued)

ARTICLE VIII FINANCIAL ACTIVITY

1. OPERATIONS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of this 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 (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, of corresponding section of any future federal tax code.

2. DISSOLUTION: Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of 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 organizations then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The above Articles were amended March 23, 2007. They were approved by a unanimous resolution passed by the Board of Directors on the same date.

Signed by Joanne Welch Joanne Welch, President, March 23, 2007

The date of adoption of the amendment(s) was: March 23, 2007

Effective date if applicable: March 23, 2007
(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.

Signature Joanne Welch
(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.)

Joanne Welch
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35