

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WILSON ELEMENTARY FOUNDATION, INC.

DOCUMENT NUMBER: N08000004068

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

Please return all correspondence concerning this matter to the following:

DANA R MCBROOM

(Name of Contact Person)

LANIER AND COMPANY, P.A.

(Firm/ Company)

501 AVON GLADE PLACE

(Address)

SANFORD, FL 32771

(City/ State and Zip Code)

For further information concerning this matter, please call:

DANA R MCBROOM

(Name of Contact Person)

at (407) 322-9241 X107

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$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

FILED

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
WILSON ELEMENTARY FOUNDATION**

2008 JUN 23 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE III – SPECIFIC PURPOSE

All of the Directors of the not for profit corporation approved a resolution amending Article III of the Articles of Incorporation by Written Consent dated June 9, 2008. The following is a true and correct copy of the resolution amending Article III of the Articles of Incorporation:

RESOLVED, that Article III of the articles of Incorporation of the Not For Profit Corporation be amended in its entirety to read as follows:

ARTICLE III

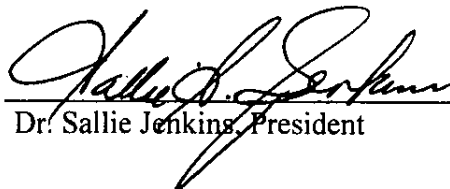
The purpose or purposes for which the not for profit corporation is organized are as follows: Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. 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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any 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 the 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 the purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The effective date of the amendment to the Articles of Incorporation of the not for profit corporation set forth herein will be as of the date of filing these Articles of Amendment to the Articles of Incorporation with the Florida Department of State.

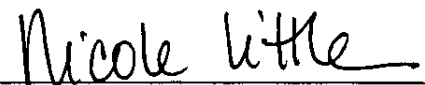
Dated this 18th day of June, 2008.

WILSON ELEMENTARY FOUNDATION, INC.

By: 
Dr. Sallie Jenkins, President

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 18th day of June, 2008 by Dr. Sallie Jenkins, as President of Wilson Elementary Foundation, Inc., a Florida not for profit corporation who (check one) is personally known to me, _____ produced personal identification.



 **Nicole Little**
Commission # DD434777
Expires May 26, 2009
Bonded Troy Firm - Insurance, Inc. 800-385-7019

WRITTEN ACTION OF
BOARD OF DIRECTORS
OF
WILSON ELEMENTARY FOUNDATION, INC.

The undersigned President of Wilson Elementary Foundation, Inc. (the Not for Profit Corporation) hereby certifies that the following resolutions were duly adopted by the board of directors of the Not for Profit Corporation on June 9th 2008, and that such resolutions have not been modified or rescinded as of the date hereof: **There are no members with voting rights.**

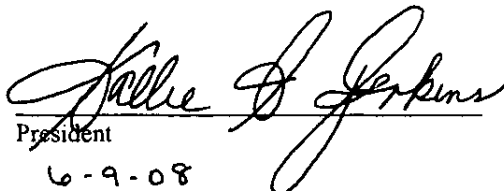
RESOLVED, that Article III of the articles of Incorporation of the Not For Profit Corporation be amended in its entirety to read as follows:

ARTICLE III

The purpose or purposes for which the not for profit corporation is organized are as follows: Said organization is organized exclusively for charitable, 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 corresponding section of any future federal tax code. 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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any 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 the 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 the purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The effective date of the amendment to the Articles of Incorporation of the not for profit corporation set forth herein will be as of the date of filing these Articles of Amendment to the Articles of Incorporation with the Florida Department of State.



President

6-9-08

Date