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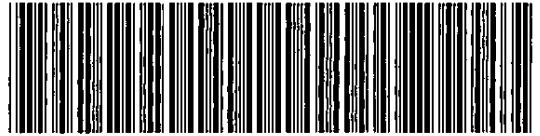
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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carangue + carangue, p.a.

certified public accountants

3101 University Blvd., S. Ste. 206, Jacksonville, FL 32216
Tel. (904) 805-9698 • Fax (904) 805-9692

May 27, 2009

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: SAN CARLOS SPECIAL SCHOOL INC

To whom it may concern:

The enclosed Articles of Amendment to the Articles of Incorporation and fees are submitted for filing. Also enclosed a check of \$43.75 represent \$35.00 filing fee and \$8.75 Certified Copy.

Please return all correspondence concerning this matter to:

Carangue & Carangue, PA
3101 University Blvd. S. Ste 206
Jacksonville, Fl 32216

Sincerely,



Cheryl C. Carangue, CPA
Carangue & Carangue, PA

Articles of Amendment
To
Articles of Incorporation
Of
San Carlos Special School Inc
Document No: N09000004794

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

Amendments Adopted:

Article III- Purpose (amended)

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literacy and educational purposes consistent with the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Specifically and without limiting the generality of the preceding sentence, this Corporation primarily is organized to own and operate private school for the instruction of primary and elementary age children with special learning disabilities.

Article VII- Board of Directors and Officers (amended)

- a) All Corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the Direction of, the Board of Directors, except as otherwise provided by law or in these Articles.
- b) The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three. The Directors shall be elected and shall serve terms as provided in the Bylaws.
- c) The name of the current members of the Board of Directors who shall serve until their successors are duly elected as follows:

Augustus Cesar Carangue
Jean Tan Jones
Cheryl Carangue
Rebecca Catingub

- d) The officers of the Corporation, and their election, powers and terms shall be as provided by the ByLaws.

Article IX- Powers (added)

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

- (a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the 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 hereof.

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- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501 (h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X- Dissolution

Upon the dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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.

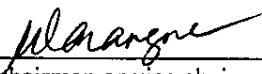
The date of each amendment(s) adoption: 5-26-09

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 cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5-29-09

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)

CHERYL CARANBUE
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)