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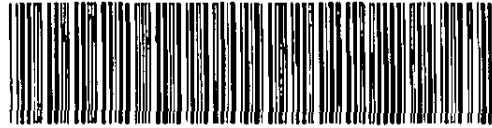
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T. LAMARCA

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**Admitted in Florida and in the Southern and Middle Districts of Florida

February 20, 2018

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Little River Scholars, Inc., Document Number N17000003137.

Dear Sir/Madam:

Enclosed please find Articles of Amendment for the above referenced entity in addition to a firm check in the amount of **\$35.00** for the costs of filing same.

Kindly return any and all correspondence regarding this matter to the firm as noted.

Should you have any questions or concerns, do not hesitate to direct all inquiries to the undersigned at the telephone, address, and/or email noted herein.

Regards,



La'Trese K. McPhee, Esq.
For the Firm
LKM/lw

cc: Client File

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LITTLE RIVER SCHOLARS, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the Little River Scholars Inc., a Florida Not for Profit Corporation, hereinafter called "Scholars", adopts the following amendment(s) to its Articles of Incorporation:

ARTICLE III – PURPOSES

Scholars is organized for the following purposes:

- 1.) Scholars is organized and operated 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 corresponding section of any future federal tax code.
- 2.) Scholars is organized to build self-esteem and strong characteristics for our kids.

ARTICLE IX – LIMITATIONS

- 1.) No part of the net earnings, gains, or assets of Scholars shall inure to the benefit of or be distributable to any director or officer of Scholars, or to any 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 the furtherance of the purposes set forth in Article III hereof.
- 2.) No substantial part of the activities of Scholars shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the provisions of §501(h) of the Code, if §501(h) of the Code applies to Scholars and the appropriate election is made by Scholars. Scholars shall not participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of or in opposition to any candidate for public office.
- 3.) Notwithstanding any other 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 corresponding section of any future federal tax code, or (b) by any 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.
- 4.) Scholars, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:

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- a.) Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
- b.) Acquire or retain any "excess business" holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
- c.) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
- d.) Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal Tax Laws at any and from time to time in force and effect during the continuance of Scholars.

ARTICLE X – DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of Scholars, 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. The Board of Directors or a Court of Competent Jurisdiction in Florida, shall use its best efforts to make such distributions to organizations which have purposes similar to Scholars.

ARTICLE XI - INDEMNIFICATION

Scholars shall indemnify its directors or officers and may indemnify its employees and agents to the fullest extent permitted by the provisions of the Florida Not-for-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors, and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director of Scholars may be entitled.

ARTICLE XII – AMENDMENT

Scholars reserves the right to make from time to time, by the vote or written consent of a majority of its directors, any amendments to these Articles which may now or hereafter be authorized by law.

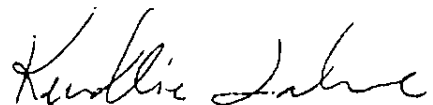
This Amendment to Scholars' Articles of Incorporation was unanimously approved and adopted by the directors of Scholars by unanimous vote of the board of directors on February 8th, 2018. There are no members or members entitled to vote on the amendments.

IN WITNESS WHEREOF, Scholars has caused this instrument to be signed in its name and on its behalf by its President, Earl J. Ferguson, and attested to by its Secretary, Kendlie Labranche, on this 20 day of February, 2018.

THE UNDERSIGNED acknowledges this Amendment to the Articles of Incorporation to be the corporate act of Scholars and states that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

Attest:

Little River Scholars, Inc.


Kendlie Labranche, Secretary

By: 
Earl J. Ferguson, President/Director