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(H)OURS COUNT, INCORPORATED**

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JUN 27 2022

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
(H)OURS COUNT, INCORPORATED

The undersigned not-for-profit Corporation hereby certifies the following:

1. The name of the Corporation is (H)ours Count, Incorporated.
2. The Corporation was formed on November 13, 2020, upon the filing of the Articles of Incorporation in the Office of the Secretary of State, where said Articles were assigned document number N20000012807.
3. In accordance with Florida Statute 617.1006, all of the Members and all of the Directors of the Corporation hereby declare it to be their intention that Article III of the Articles of Incorporation be amended and Article IX and Article X be added to the Articles of Incorporation of (H)ours Count, Incorporated as follows:

Article III - Purpose

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, the purpose for which the Corporation is organized is to provide after-school and financial support to struggling students: scholarship money based on hourly participation, and social, emotional, and academic support through current and retired teachers, volunteers, and other professionals.

Article IX - Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 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 corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X - Restrictions on Corporate Powers

The Corporation shall possess all powers granted Corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

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Net Earnings: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 3.

Activities: No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

This Amendment is adopted this 16th day of June, 2022 by the Members and Directors and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment to the Articles of Incorporation on behalf of the Corporation this 16th day of June, 2022.

x Elizabeth S. McLeod
ELIZABETH S. MCLEOD, PRESIDENT
(H)OURS COUNT, INCORPORATED

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