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COVER LETTER

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TO: Amendment Section
Division of CorporationsNAME OF CORPORATION: PALM BEACH PHOTOGRAPHIC CENTRE, INCDOCUMENT NUMBER: N33791The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAY KOENIGSBERG, ESQ

(Name of Contact Person)

CARLTON FIELDS, P.A.

(Firm/ Company)

700 NW 1ST AVENUE, SUITE 1200

(Address)

MIAMI, FLORIDA 33136

(City/ State and Zip Code)

JKOENIGSBERG@CARLTONFIELDS.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAY KOENIGSBERG305539-7333

at

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Division of Corporations
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Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PALM BEACH PHOTOGRAPHIC CENTRE, INC.
(N33791)**

Pursuant to Section 617.1001, 617.1002 and 617.1006 of the Florida Not-for-Profit Corporation Act, the Articles of Incorporation of Palm Beach Photographic Centre, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Palm Beach Photographic Centre, Inc.

SECOND: Article III of the Articles of Incorporation, as amended pursuant to the Articles of Amendment of the Corporation as filed with the Florida Department of State on September 14, 1990, is hereby deleted in its entirety and a new Article III shall be replaced to read in its entirety as follows:

"ARTICLE III

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law.

Further, the Corporation is formed to establish, maintain and operate an educational institution, as permitted by applicable laws and regulations, to provide alternative educational programming for individuals seeking a Master of Fine Arts graduate degree in film production; and to provide resources to advance, further and otherwise facilitate the general public's access to, and understanding of, film production, visual storytelling, scriptwriting, film theory, digital media production, and success generally, as well as such information, technology and materials which may be ancillary and accretive thereto.

Nothing herein shall authorize the entity to operate, maintain or manage a charter school, a nursery school, a kindergarten, an elementary school, a secondary school, a Licensed Private Career School or Certified English as a Second Language School unless authorized under Title 48 of the Education Code, a college, university or to advertise or offer credit-bearing courses or degrees in the State of Florida.

The powers which the Corporation is authorized to exercise include: to accept, hold, invest, and administer any gifts, bequests, and property of any sort, without limitation as to amount or value; and to use, disburse or donate

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the income or principal thereof for exclusively charitable purposes within the meaning of the Code; and further to do any and all lawful acts, either alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation; and to have, enjoy and exercise any and all rights, powers, privileges, and exemptions which are now or which may hereinafter be conferred upon not-for-profit corporations under the laws of the State of Florida, as they now exist or may be amended or supplemented.

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

The foregoing clauses shall be constructed both as objects and powers, in furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the Corporation.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes."

THIRD: The foregoing amendment was adopted by the unanimous vote of the Board of Directors of the Corporation at which a quorum was present, said meeting being held on November 2, 2023. The Directors of the Corporation also constitute all of the members of the Corporation, and as such adopted the foregoing amendment in their capacity as members.

[Signature page follows.]

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IN WITNESS WHEREOF, the undersigned authorized person has signed these Articles of Amendment of the Articles of Incorporation this 15th day of July, 2024.

Palm Beach Photographic Workshops, Inc.

By: 

Name: Jay Koenigsberg

Title: Board Chairman

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