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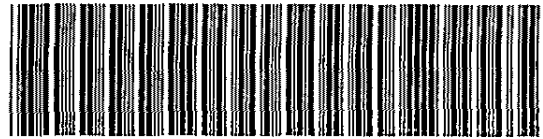
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LEARN TO READ OF ST. JOHNS COUNTY, INC.

DOCUMENT NUMBER: N36416

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

Please return all correspondence concerning this matter to the following:

CHARLES E. PELLICER, ESQUIRE

(Name of Contact Person)

SAME AS ABOVE

(Firm/ Company)

28 CORDOVA STREET

(Address)

ST. AUGUSTINE, FLORIDA 32084

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

CHARLES E. PELLICER

(Name of Contact Person)

at (904) 829-6054

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEARN TO READ OF ST. JOHNS COUNTY, INC.

FILED
05 JAN 26 PM 4:03
SECRETARY
TALLAHASSEE
FLORIDA

Pursuant to the provisions of Sections 617.1001 and 617.1002 Florida Statutes, this Florida Not-For-Profit corporation adopts the following amendments to its Articles of Incorporation:

1. Article II of the Articles of Incorporation is amended to read as follows:

Article II
Purposes and Limitations

Section A - Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and its primary purpose is to improve the reading ability of residents of St. Johns County and to provide such other educational assistance in learning as is needed by said residents and this corporation is able to provide.

Section B - Limitations. No part of the 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 Section 1 of this article. No substantial part of the activities of the Corporation shall be the carrying 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the code, or (b) by any organization contributions to which are deductible under Section 170 (c)(2) of the Code.

2. Article III of the Articles of Incorporation is amended to read as follows:

**Article III
Membership**

Section A. Membership in *Learn to Read of St. Johns County, Inc.* shall be open to any person who is interested in promoting literacy through giving his or her time, volunteer effort, or financial support.

Section B. The Corporation shall have no voting members.

3. Article VII of the Articles of Incorporation is amended to read as follows:

**Article VII
Corporate Officers**

Section A. The officers of the Corporation shall be as follows: President, Vice-President, Secretary, Treasurer. These officers shall be elected and shall hold office in the manner provided in the By-Laws of the corporation.

4. Article VIII of the Articles of Incorporation is amended to read as follows:

**Article VIII
Board of Directors**

Section A. The number of directors of the corporation may be changed in accordance with the By-Laws, but in no event shall there be less than three (3) nor more than fifteen (15). Directors shall be elected or removed in accordance with the By-Laws. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's By-Laws.

Section B. No Change

5. Article XI of the Articles of Incorporation is amended to read as follows:

**Article XI
By-Laws**

The By-Laws of the corporation may be amended or rescinded by a majority vote of the directors of the Corporation.

6. Article XII of the Articles of Incorporation is amended to read as follows:

**Article XII
Amendment of Articles**

The Articles of Incorporation may be amended by a majority vote of the Board of Directors.

7. Article XIV of the Articles of Incorporation is amended to read as follows:

Article XIV

Dissolution

In the event of dissolution, property of the Corporation shall be distributed by the Board of Directors in their sole discretion, so long as such distribution is consistent with Florida Statutes and the purposes of this Corporation. In the event of dissolution of the Corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government exclusively for public purposes.

8. Article XV of the Articles of Incorporation is amended to read as follows:

Article XV Indemnification

The Corporation shall indemnify any member, officer, director, employee or volunteer, or any former member, officer, director, employee, or volunteer of the Corporation, to the full extent permitted by and as set forth in Chapter 617, Florida Statutes.

THE FOREGOING Amendments were adopted by the members of the Corporation
on January 22, 2005.

IN WITNESS WHEREOF the undersigned president and secretary of this

Corporation have executed these Articles of Amendment on 1-22, 2005.

Rachel Effines
President

David V. Meizer
Secretary