

N92000000932

JAMES VINCENT PIERCE
2906 TORREY PINES COURT
CLEARWATER, FL 34621
(727) 821-6607

August 2, 1998

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

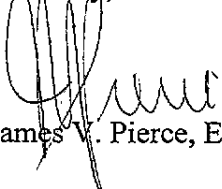
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*****35.00 *****35.00

Dear Sir/Madame:

Enclose please find Amended Articles of Incorporation for Alpha Institute, Incorporated which were recently unanimously adopted by Alpha Institute Board of Directors on July 30th, 1998, along with the amendment fee of \$35.00.

Kindly contact my office at the above phone number if additional information is required.

Sincerely,


James V. Pierce, Esq.

FILED
98 SEP 23 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
9-25-98
cc



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 27, 1998

JAMES V. PIERCE
2906 TORREY PINES COURT
CLEARWATER, FL 34621

SUBJECT: ALPHA INSTITUTE, INCORPORATED
Ref. Number: N92000000932

We have received your document for ALPHA INSTITUTE, INCORPORATED and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

The document must state that there are no members or members entitled to vote.

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 798A00044359

**JAMES VINCENT PIERCE
2906 TORREY PINES COURT
CLEARWATER, FL 34621
(727) 821-6607**

September 17, 1998

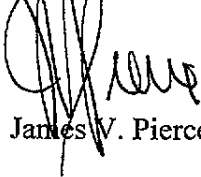
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Dear Sir/Madame:

Enclose please find Amended Articles of Incorporation for Alpha Institute, Incorporated which were recently unanimously adopted by Alpha Institute Board of Directors on July 30th, 1998. The amendment fee of \$35.00 was forwarded with an earlier correspondence.

Kindly contact my office at the above phone number if additional information is required.

Sincerely,



James V. Pierce, Esq.

RECEIVED
98 SEP 23 PM 12:56
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

ALPHA INSTITUTE, INCORPORATED

FILED
98 SEP 23 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

1.

Article III (amended)
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the corporation shall be to do those things within the laws of the United States and the State of Florida that will enhance the cognitive, educational, capabilities and skills of youth within the targeted areas. The program will provide a series of structured experiences and subject modules to develop leadership skills, entrepreneurial skills, academic skills, and value clarification that will increase the likelihood that they will become productive adults and make positive contributions in their communities.

ARTICLE VII (added)
NON PROFIT

This Corporation shall not carry on propaganda, or otherwise act to influence legislation or participate in political campaigns as a part of its activities. No part of the income of the corporation shall be paid or inure to the benefit of any person but the corporation shall be authorized to pay reasonable compensation for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VIII (added)
TAX EXEMPT STATUS

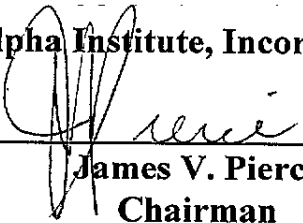
Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) 3 of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue Law).

ARTICLE IX (added)
DISTRIBUTION OF ASSETS

No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the other organizations which have qualified for exemption under section 501 (c) 3 of the Internal Revenue Code or the corresponding provision of any future U.S. Internal Revenue Law, or to the Federal government or to a State or local government, for a public purpose.

2. The date of adoptions of the amendments was July 30th, 1998.
3. There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Alpha Institute, Incorporated



James V. Pierce
Chairman
9/17/98