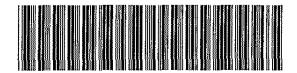
# N9500003861

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### Morningstar Learning Center, Inc.

8200 Bee Ridge Road Sarasota, FL 34241 941.377.6484

**Department of State Division of Corporations Amendments Section** PO Box 6327 Tallahassee, FL 32314

February 24, 2003

Re: Document #N95000003861

Dear Secretary,

We are currently in process of filing with the Internal Revenue Service for registration as a Code 501(c)(3) organization.

In response to our application we have been informed that we need to amend our Articles of Incorporation and officially register the change with your office.

Enclosed is a check in the amount of \$72.50 for the following requests:

Articles of Amendment filing fee:	\$35.00
Two (2) certified copies of amendment	\$17.50
Two original copies of Articles of Amendment	\$20.00
	\$72.50

We have been given a two week extension to return the requested documents to the Internal Revenue Service. We would greatly appreciate this request being expedited.

Our mailing address is:

Morningstar Learning Center

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PO Box 5502

Sarasota, FL 34277-5502

Yours Sincerely,

Jacquelin\D. Holland Ph.D.

the end of a country in a company with the state of the state of the

President

Morningstar Learning Center, Inc.

cc: Terry Miller - IRS

## ARTICLES OF AMENDMENT to

ARTICLES OF INCORPORATION of

FILED

03 MAR -3 PM 2:49

ALLAHASSEE, FLORIDA

#### MORNINGSTAR LEARNING CENTER, INC.

#### N95000003861

Document Number of Corporation

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.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED, OR DELETED.)

#### Article IX - Section 2

- a. The organization is organized exclusively for charitable, religious, educational, and-or scientific purposes under section 501(c)(3) of the Internal Revenue Code. There shall be no exercise of any racially discriminatory practice in the operations of Morningstar Learning Center, Inc. at any time or in any of its activities.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or 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 furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not to be 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 an 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.
- c. Upon the dissolution of the organization, 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.

	COND: The date of adoption of the amendment(s) was: February 14, 2003  RD: Adoption of Amendment (CHECK ONE)
Ø	The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
	There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.  Signature of Chairman, Vice Chairman, President or other officer  Jacquelin D. Holland  Typed or printed name

President Title