

**N95000004433**

CHARLES M. SAMAHA  
Attorney at Law

Post Office Box 450  
St. Petersburg, Florida 33731

(727) 821-0026

Fax (727) 821-0089

\*\*\*\*\*SPEED MEMO\*\*\*\*\*

October 24, 2001

100004654491--1  
-10/26/01--01029--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Living & Learning Institute, Inc.

Dear Sir or Madam:

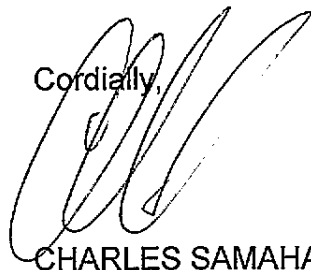
Please find enclosed original of Articles of Amendment and check in the amount of \$35.00 covering the total filing fees.

Please return a copy of the filed Amendment to:

Charles M. Samaha, Esq.  
Post Office Box 450  
St. Petersburg, FL 33731-0450

Thank you for your assistance in this matter.

Cordially,

  
CHARLES SAMAHA

Encl.

*Amend. & N/C*

V. SHEPARD NOV 1 - 2001

FILED STATE  
SECRETARY OF CORPORATIONS  
01 OCT 26 PM 1:17

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 OCT 26 PM 1:17

Articles of Amendment  
to  
Articles of Incorporation  
of  
The Living And Learning Institute, Inc., f/k/a The Living And Learning, Inc.  
A Florida Not For Profit Organization

DOCUMENT NUMBER N95000004433

Pursuant to the provisions of s.617.1006, Fla. Stat., the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**First:** Article I is hereby deleted and the following is substituted for same:

**Article I**

**Name And Address For Corporation**

The name and address of the corporation are The Living And Learning Institute, Inc., 5201-5th Avenue North, St. Petersburg, FL 33710.

**Second:** Article III is hereby deleted and the following is substituted for same:

**Article III**

**Purpose**

- A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 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 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**Third:** The date of adoption of the amendment was: 10-23-2001

**Fourth:** There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

  
\_\_\_\_\_  
President, Gwen Harriott

Date: 10-23-2001