

SOLDIERS TO SCHOLARS, INC.

N 95000005339

May 16, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Subject: Soldiers to Scholars, Inc.

Document Number: N95000005339

Dear Secretary of State:

Enclosed please find the original and one copy of Articles of Amendment to the Articles of Incorporation of Soldiers to Scholars, Inc.

Also enclosed is a check for \$87.50, payable to the Secretary of State. We request that a certified copy of these Articles of Amendment be provided to us.

Should you need any further information, please contact me at 407/425-4719.

Sincerely,

Patti Philips Sharp

Patti Philips Sharp
Registered Agent

*Amendment
5/29/97
DC*

*Patti Sharp said
to current stat. #
to 617. DC.
05/29/97*

ARTICLES OF AMENDMENT

The undersigned authorities, acting as the Chairman and Secretary of Soldiers to Scholars, Inc., a Florida nonprofit corporation, and pursuant to Chapter 617.1006(1)(Florida Statutes), hereby adopt the following Articles of Amendment for the Corporation, and would state as follows:

1. Article III, Purposes, is hereby amended to add:

Notwithstanding any other provisions of these Articles, 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 or the corresponding provision of any future United States Internal Revenue law.

2. Article V, Limitation of Corporate Powers, is hereby deleted and the following is adopted as Article V:

Notwithstanding any other provision of these Articles, this organization 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

3. Article VIII, Dissolution, is hereby added:

Upon the dissolution of the corporation, 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 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

4. This amendment was adopted by the Board of Directors on May 13, 1997.

The undersigned authorities do further state that there are no members who are entitled to vote on amendments to these Articles of Incorporation and that the Board of Directors has sole authority.

IN WITNESS WHEREOF, the undersigned, as the Chairman and Secretary of this Corporation, have executed these Articles of Amendment.

Linda Sutherland
Chairman

Cy Sharp
Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Linda Sutherland and Cy Sharp, to me well known to be the chairman and secretary, respectively of the above-mentioned corporation, who executed the foregoing Articles of Amendment, and they acknowledged before me and subscribed the same for the purposes therein mentioned and set forth.

WITNESS my hand and official seal, this 16th day of May, 1997.

Lovie V. Wynn
Notary Public
State of Florida

My commission expires Dec. 14, 1999

