

# N9600000544

## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

WORLD OF KNOWLEDGE FOUNDATION, INC.

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
WORLD OF KNOWLEDGE FOUNDATION, INC.**

Pursuant to the provisions of Sections 617.1002 and 617.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is World of Knowledge Foundation, Inc. (the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved resolutions amending the Articles of Incorporation by Written Consent dated the 21 day of May, 2001, in accordance with the provisions of Section 617.0821 of the Florida Statutes, all of the members of the Corporation approved resolutions amending the Articles of Incorporation by Written Consent dated the 21 day of May, 2001, in accordance with the provisions of Section 617.0701 of the Florida Statutes, and the number of votes cast for the amendments to the Articles of Incorporation was sufficient for approval of said amendments. The following are true and correct copies of the resolutions amending the Articles of Incorporation:

RESOLVED, that Article VI of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following shall be substituted in lieu thereof:

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"ARTICLE VI  
Board of Directors

A. The Board of Directors of the Corporation shall consist of three (3) directors. The number of directors of the Corporation shall be specified from time to time by resolution of a majority of the Board of Directors at any meeting thereof, provided, however, that the number of directors shall never be less than three (3).

B. The manner in which the directors shall be elected and appointed shall be as set forth the Bylaws of the Corporation"

RESOLVED, that Article IX of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following shall be substituted in lieu thereof:

"ARTICLE IX  
Amendment

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors called for such purpose in accordance with the provisions of the Bylaws."

RESOLVED, that Article X of the Articles of Incorporation of the Corporation be amended by adding the following section at the end of Article X as follows:

"Section 5. Notwithstanding anything contained in these Articles of Incorporation to the contrary, if the Corporation is, or ever shall be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

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(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code."

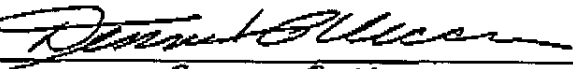
RESOLVED, that Article XII of the Articles of Incorporation of the Corporation shall be deleted in its entirety.

Article III - Effective Date of Amendments

The effective date of the amendments to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 21 day of MAY, 2001.

WORLD OF KNOWLEDGE FOUNDATION,  
INC.

By:   
Print Name: DEAN P. VECCHIA  
Print Title: Chairman of the Board

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