

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Winthorse School, Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE .....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 11/27

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN  
 Will Pick Up 10:00 W/L

**ARTICLES OF INCORPORATION  
OF  
WINDHORSE SCHOOL, INC.**

FILED  
96 NOV 27 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**

**NAME**

The name and address of the Corporation is **WINDHORSE SCHOOL, INC., 1526 - 48th Avenue, Vero Beach, Florida 32966.**

**ARTICLE TWO**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE**

**PURPOSE**

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.

The purposes for which this Corporation is formed are:

1. to establish and maintain a school for the education of members of the community that is founded upon the principle that learning is best fostered by self-motivation, self-regulation and self-criticism; provides a curriculum, determined by the interests of students and teachers, in

which equal status shall be given to all pursuits; encourages members of the community to participate in teaching, learning and other school activities so that the school may become an integral part of the community; allows the opportunities and responsibilities of governing the school to be shared among students, parents, teachers, other employees and representatives of the community; and maintains a flexible structure which, while being free to adhere to valid traditional forms, will be also free to create new ones.

2. To engage in any lawful purpose or purposes not for pecuniary profit.
3. To acquire property by grant, gift, purchase, dues, devise or bequest and hold and dispose of such property by all means, borrow money, make loans, give grants for scholarships, give evidences of indebtedness of all kinds, and to generally do everything necessary, suitable and proper to carry out the object and purposes of this Corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida.
4. To make and perform contracts of every kind and for any lawful purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
5. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at any time hereafter be amended.
6. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

This instrument shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way

limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profits of its members as such.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the

assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

Notwithstanding any other provisions 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 further United States Internal Revenue Law.

#### **ARTICLE FOUR**

##### **BOARD OF TRUSTEES**

There shall be not more than fifteen (15) members of the initial Board of Trustees of the Corporation. Each member of the Board of Trustees shall be a Member of the Corporation. Members of the Board of Trustees shall be elected as provided in the By-Laws. The names and addresses of the persons who are to serve as Trustees until the first meeting of the Members to elect new Trustees are as follows:

NAME	ADDRESS
BARBARA BROOKS	1526 - 48th Avenue Vero Beach, Florida 32966
HAROLD BROOKS	1526 - 48th Avenue Vero Beach, Florida 32966
TAMARA TERRY	1526 - 48th Avenue Vero Beach, Florida 32966
RICHARD TERRY	1526 - 48th Avenue Vero Beach, Florida 32966
TERESA BRESSERT	P. O. Box 8068 Vero Beach, Florida 32964
JAMES PATTESON	2825 Citrus Place Vero Beach, Florida 32968
MAYA KONFORTI	4602 Sunset Drive Vero Beach, Florida 32963

The number of Trustees and their terms shall be set forth in the By-Laws, but in no event shall there be less than seven (7) Trustees.

## ARTICLE FIVE

### OFFICERS

The affairs of the Corporation are to be managed by a President, Vice-President, Secretary and or a Treasurer and such other officers as may be provided in the By-Laws. These Officers shall be elected as provided in the By-Laws. The names of the persons who are to serve as Officers of the Corporation until the first election thereof are as follows:

NAME	OFFICE
BARBARA BROOKS	President

**HAROLD BROOKS**

**Vice-President**

**TAMARA TERRY**

**Secretary**

**RICHARD TERRY**

**Treasurer**

## **ARTICLE SIX**

### **MEMBERS**

The Corporation shall have Members; and, the initial Members shall consist of the initial Board of Trustees. The Members of this Corporation shall constitute all persons hereinafter named as Incorporators, and such other persons as from time to time hereafter may become Members. The qualification of Members and the manner of their admission shall be determined by the Board of Trustees and the By-Laws.

The By-Laws may delegate to the Board of Trustees the power to impose duties or dues upon the Members and the power of expelling Members.

## **ARTICLE SEVEN**

### **BY-LAWS**

The By-Laws of the Corporation shall be made, altered or rescinded by the members of the Corporation Board of Trustees in accordance with the provisions set forth in the By-Laws; but in no way amended so as to defeat the corporation's primary purpose nor the principle objectives of the WINDHORSE SCHOOL, INC..

## **ARTICLE EIGHT**

### **AMENDMENT**

Those Articles of Incorporation may be amended by the act of the Board of Trustees of the Corporation. Such amendments may be proposed and adopted in the manner provided in the

By-Laws of the Corporation.

**ARTICLE NINE**  
**INCORPORATORS**

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

<b>NAME</b>	<b>ADDRESS</b>
<b>BARBARA BROOKS</b>	<b>1526 - 48th Avenue Vero Beach, Florida 32966</b>
<b>HAROLD BROOKS</b>	<b>1526 - 48th Avenue Vero Beach, Florida 32966</b>
<b>RICHARD TERRY</b>	<b>1526 - 48th Avenue Vero Beach, Florida 32966</b>

**ARTICLE TEN**  
**ANNUAL MEETING**

The annual meeting of the Members of this Corporation shall be held on the date stated in the By-Laws. The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the Members. The Corporation may provide in its By-Laws for the holding of additional regular meetings and any special meetings and shall provide the manner of giving notice of all such meetings.

**ARTICLE ELEVEN**  
**INDEMNIFICATION**

1. **Indemnity.** The Corporation shall indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit



or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, even though negligently, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for willful, gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

2.       **Expenses.** To the extent that a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) reasonably

incurred by him in connection therewith.

3.       **Approval.** Any indemnification under 1 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in 1 above. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or by a majority of the Members or (c) upon the request of the proposed indemnitee, by a Court of competent jurisdiction.

4.       **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

5.       **Miscellaneous.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

6.       **Insurance.** The Corporation shall have the power to purchase and maintain

insurance on behalf of any person who is or was a Director, officer, employer or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

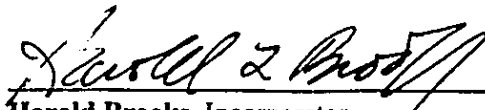
#### ARTICLE TWELVE

#### REGISTERED AGENT

The Registered Agent for the service of process with the State shall be **Barbara Brooks**, whose address is **1526 - 48th Avenue, Vero Beach, Florida 32966**, and the principal address of the corporation shall be the same.

IN WITNESS WHEREOF, we have subscribed our names this 26th day of NOVEMBER, 1996.

  
Barbara Brooks, Incorporator

  
Harold Brooks, Incorporator

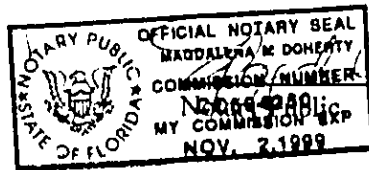
  
Richard Terry, Incorporator

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

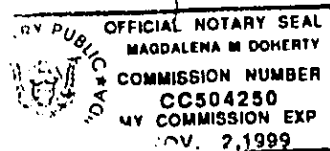
On the 26TH day of NOVEMBER, 1996, before me, a Notary Public in the

aforesaid State and County, appeared **BARBARA BROOKS**, who is personally known to me or who produced DL 300 410123 as identification, one of the persons whose name is subscribed to the foregoing instrument and who acknowledged that she executed the same for the purposes therein contained.



STATE OF FLORIDA

COUNTY OF INDIAN RIVER



On the 26TH day of NOVEMBER, 1996, before me, a Notary Public in the aforesaid State and County, appeared **HAROLD BROOKS**, ~~who is personally known to me~~ who produced FL DRIVER'S LICENSE as identification, one of the persons whose name is subscribed to the foregoing instrument and who acknowledged that ~~he~~ he executed the same for the purposes therein contained.

Dorothea J. Williams  
Notary Public.

DOROTHEA J. WILLIAMS  
Notary Public, State of Florida  
My Comm. Expires May 28, 1997  
#CC 285954  
Bonded thru Notary Public Underwriters

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

On the 26TH day of NOVEMBER, 1996, before me, a Notary Public in the aforesaid State and County, appeared **RICHARD TERRY**, ~~who is personally known to me~~ who produced FLORIDA DRIVER'S LICENSE as identification, one of the persons whose name is

subscribed to the foregoing instrument and who acknowledged that he executed the same for the purposes therein contained.

JOHN T. HEAL, WILLIAMS  
Notary Public, State of Florida  
My Comm. Expires May 28, 1997  
#CC 285954  
Bonded thru Notary Public Underwriters

John T. Heals Williams  
Notary Public.

### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process of the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statute relative to the proper and complete performance of my duties.

Barbara Brooks  
Barbara Brooks, Registered Agent

C:\DOCS\CORPORAT\NOT-F-PR\WINDHOPS.ART

FILED  
96 NOV 27 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# N96000006055

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

5/8/97  
DOH  
DOH  
DOH  
DOH  
DOH

X00789 00464 00672

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5-6-97		
TIME	938		CK No.
BY	CJB		

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Windhorse School, Inc.

	C.C. FEE.	DISBURSED
Capital Expenses		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ (4) Cert. Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
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Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 6, 1997

Capital Connection, Inc.  
P.O. Box 10349  
Tallahassee, FL 32302

SUBJECT: WINDHORSE SCHOOL, INC.  
Ref. Number: N96000006055

We have received your document for WINDHORSE SCHOOL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 597A00023898

RECEIVED  
DIVISION OF CORPORATIONS

97 MAY -7 PM 2:58

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
WINDHORSE SCHOOL, INC.**

97 MAY -7 AM 9:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 618, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The amendment adopted: ARTICLE THREE, PURPOSE, shall be changed as follows:

**ARTICLE THREE**

**PURPOSE**

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.

The purposes for which this Corporation is formed are:

1. To establish and maintain a school for the education of members of the community that is founded upon the principle that learning is best fostered by self-motivation, self-regulation and self-criticism; provides a curriculum, determined by the interests of students and teachers, in which equal status shall be given to all pursuits; encourages members of the community to participate in teaching, learning and other school activities so that the school may become an integral part of the community; allows the opportunities and responsibilities of governing the school to be shared among students, parents, teachers, other employees and representatives of the community; and maintains a flexible structure which, while being free to adhere to valid traditional forms, will be also free to create new ones.
2. To engage in any lawful purpose or purposes not for pecuniary profit.
3. To acquire property by grant, gift, purchase, dues, devise or bequest and hold and dispose of such property by all means, borrow money, make loans, give grants for scholarships, give evidences of indebtedness of all kinds, and to generally do everything necessary, suitable and proper to carry out the object and purposes of this Corporation, with the right to



exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida.

4. To make and perform contracts of every kind and for any lawful purpose without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

5. To have all the rights and powers conferred on corporations not for profit under the Florida law, as such law is now in effect or may at any time hereafter be amended.

6. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation.

This instrument shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph 1 of this Article Three, and nothing contained in the foregoing statements of purposes shall be construed to authorize this Corporation to carry on any activity for the profits of its members as such.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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.

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation 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 Circuit Court 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 purpose.

Notwithstanding any other provisions 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 further United States Internal Revenue Law.

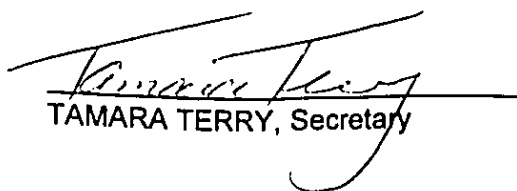
2. The date of adoption of the amendment was: April 28, 1997.
3. *The Articles of Incorporation do not require any members to join on any amendment.*

4. The amendment was approved by and adopted by a majority vote of the Board of Trustees attending a special meeting held upon a notice having been given.

Dated: May 5<sup>th</sup>, 1997.

WINDHORSE SCHOOL, INC.

Attest:

  
TAMARA TERRY, Secretary

By:   
BARBARA BROOKS, President

(CORPORATE SEAL)

STATE OF FLORIDA                    )  
  :SS.  
COUNTY OF INDIAN RIVER        )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, personally appeared BARBARA BROOKS, as President of WINDHORSE SCHOOL, INC., who is personally known to me and/or who produced Driver's License as identification, and acknowledged to and before me that she executed such instrument as President of said corporation and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 5<sup>th</sup> day of May, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Patti A. Bachman  
MY COMMISSION # CC553058 EXPIRES  
June 9, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA                     )  
  :SS.  
COUNTY OF INDIAN RIVER         )

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, personally appeared TAMARA TERRY, as Secretary of WINDHORSE SCHOOL, INC., who is personally known to me and/or who produced Driver's License as identification, and acknowledged to and before me that she executed such instrument as Secretary of said corporation and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal, this 2<sup>nd</sup> day of May, 1997.

Patti A. Bachman  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Patti A. Bachman  
MY COMMISSION # 00553058 EXPIRES  
June 9, 2000  
BONDED THROUGH TROY FARM INSURANCE, INC.