

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 \$ _____

Name	5/8/97
Availability	Don
Price	Don
Notes	Don
W.P. Verifier	Don

X00789 00564 00672

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5.6.97		
TIME	938		CK No.
BY	CPB		

WALK-IN
 Will Pick Up _____

RE: Windhorse School, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input checked="" type="checkbox"/> 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 Amount
 Past 30 Days, 18% per Annum.

FILED
 97 MAY -7 AM 9:21
 TALLAHASSEE, FLORIDA
 RECEIVED
 97 MAY -8 AM 10:28
 DIVISION OF CORPORATE
 TALLAHASSEE, FLORIDA

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

corrected

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

DIVISION OF CORPORATION

97 MAY - 7 PM 2:58

RECEIVED

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

FILED
97 MAY -7 AM 9:21
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.

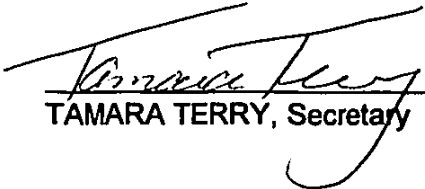
2. The date of adoption of the amendment was: April 28, 1997.
3. *The Articles of Incorporation do not require any members to join on any amendment.*

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 5th, 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 5th day of May, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Patti A. Bachman
MY COMMISSION # 00553068 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 5th day of May, 1997.

Patti A. Bachman
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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