

N970000000836

March 10, 1997

Beth Register
Corporate Specialist Supervisor
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Reference: Wind Canyon (Education), Inc.
Registration Number N97000000836
Filed February 13, 1997

300002125173--8
-03/26/97--01121--002
*****35.00 *****35.00


Dear Ms. Register:

We are applying for 501(c)(3) status under the Internal Revenue Code, and as such, we need to modify our original Articles of Incorporation. In the modification we have not deleted anything from the original Articles but rather have added some Code phraseology to Article Three and added Articles Nine and Ten.

I have enclosed three signed originals of this modification. If you could stamp one and return it to me I would be appreciative.

Thank you for your assistance on this.

Regards,


George Jaquith, Incorporator
Wind Canyon (Education), Inc.
P.O. Box 1445
Niceville, FL 32588

Telephone: 904-897-1700

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 AM 9:54

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

Restated
And 38
3/18/97

Wind Canyon (Education), Inc.

P.O. Box 1445 Niceville, FL 32588-1445
Telephone/Fax 904-897-1700 e-mail: wind@gnt.net

March 12, 1997

Susan Payne
Amendments Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


Dear Ms. Payne:

Attached are three originals of the Restated Articles of Incorporation and two originals of the Certificate of Approval.

We need you to stamp one copy of each (or whatever notation you put on a document to establish that it has been received and filed) and return to us.

I appreciate your help on all of this. It has been quite an exercise.

Regards,



George Jaquith

**RESTATED
ARTICLES OF INCORPORATION
OF
Wind Canyon (Education), Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 AM 9:54

ARTICLE ONE

The name of the corporation shall be *Wind Canyon (Education), Inc.*

ARTICLE TWO

The principal place of business of the corporation shall be 110 Windlake Court, Niceville, FL 32578.
The mailing address is PO Box 1445, Niceville, FL 32588.

ARTICLE THREE

The specific purposes for which the corporation is organized are charitable and educational — to prepare and distribute computer software and computer software applications, and printed materials, for educational purposes. This may be expanded at the direction of the Board of Directors, or by whom they designate, but in all instances such purposes will conform in every respect to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

The initial directors will be appointed by the Incorporator; subsequently, as provided by the corporation's directors, or by whom they designate, as stated in the bylaws.

ARTICLE FIVE

Corporate powers are unlimited, excepting as provided by law.

ARTICLE SIX

The street address of the corporation's initial registered office is 110 Windlake Court, Niceville, FL 32578. The name of its initial registered agent is George Jaquith.

ARTICLE SEVEN

The name and address of the corporation's incorporator is George Jaquith at 110 Windlake Court, Niceville, FL 32578.

ARTICLE EIGHT

All matters related to the manner of termination of membership in the corporation; rights upon such termination of the corporation, the terminated member(s) and the remaining member(s); the transferability or nontransferability of membership; the distribution of assets upon final dissolution; and any other matters requiring their determination, will be decided by the Board of Directors, or by whom they designate. Any provision for the regulation of the internal affairs of the corporation may be established by the Board of Directors, or by whom they designate.

ARTICLE NINE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Three hereof. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(92) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE TEN

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 the 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 a Court of Competent Jurisdiction 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.

ARTICLE ELEVEN

The following provisions are subject to any revision in the Internal Revenue Code which affects the corporation's ability to maintain its 501(c)(3) status:

(A) 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(D) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The effective date of the corporation will be the date of filing of the original Articles.

In witness whereof, the undersigned has executed these Restated Articles of Incorporation this 12th day of March, 1997.


George Jaquith, Incorporator

Wind Canyon (Education), Inc.

P.O. Box 1445 Niceville, FL 32588-1445

Telephone/Fax 904-897-1700 e-mail: wind@gnt.net

Certificate of Approval

The Board of Directors of Wind Canyon (Education), Inc. hereby approves the Restated Articles of Incorporation dated March 12, 1997. The undersigned is the only member and the only director of the corporation at this time.


George Jaquith, Director