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SUSAN E. DORN

CAROLYN KLAMP

April 14, 1998

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 APR 24 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Association of Mindfulness Practice Centers, Inc.

Dear Sir/Madam:

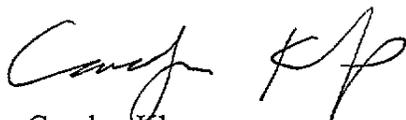
The following documents are enclosed: (1) original Articles of Amendment for the Association of Mindfulness Practice Centers, Inc.; (2) a check for \$87.50 (\$35.00 for the filing fee and \$52.50 for a certified copy). Please file the Articles of Amendment and return a certified copy to the following address:

Carolyn Klamp
c/o Dorn & Klamp PC
1625 Massachusetts Ave NW; Suite 450
Washington, DC 20036

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If you have any questions or concerns, do not hesitate to call me at 202-833-3434. Thank you very much for your help.

Sincerely,


Carolyn Klamp

AM
ARC
4/30

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ASSOCIATION OF MINDFULNESS
PRACTICE CENTERS, INC.

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

ARTICLE XIV
POLITICAL ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XV
NOT-FOR-PROFIT CORPORATION

The Corporation is organized under the "Florida Not For Profit Corporation Act," and is not organized for pecuniary profit, shall not have the authority to issue capital stock, and shall not have the authority to pay any dividends. The Corporation shall be operated on a nonprofit basis in furtherance of its corporate purposes, and any surplus shall be used to further such purposes.

ARTICLE XVI
NO INUREMENT

No part of the net earning or assets of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporations.

ARTICLE XVII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) ("IRC"), as the

Board of Directors shall determine.

ARTICLE XVIII
COMPLIANCE WITH PRIVATE FOUNDATION RULES

Notwithstanding any other provision of these Articles, if at any time the Corporation is a private foundation within the meaning of Section 509 of the IRC, then during such time:

- (i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the IRC;
- (ii) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941 of the IRC;
- (iii) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the IRC;
- (iv) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the IRC; and
- (v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the IRC.

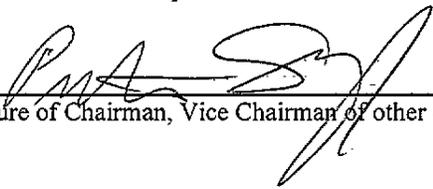
SECOND: The date of adoption of the amendments was: April 14, 1998

THIRD: Adoption of Amendment (CHECK ONE)

- There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Association of Mindfulness Practice Centers, Inc.

Corporate Name


Signature of Chairman, Vice Chairman or other Officer

Pritam Singh

Typed or printed name

Vice President

Title

April 14, 1998

Date