

N 98000000629

BAKST, CLOYD AND BAKST, P.A.
ATTORNEYS AT LAW
PLAZA 1551
1551 FORUM PLACE, BLDGS. 200 & 400
WEST PALM BEACH, FLORIDA 33401
(561) 640-8000
FAX (561) 640-6030

DANIEL L. BAKST
MICHAEL R. BAKST
LESLIE GERN CLOYD
ROBERT J. ELDER, III
JOHN M. KOENIG, JR.
TINA M. TALARCHYK
WILLIAM M. VAZQUEZ

MAILING ADDRESS
POST OFFICE DRAWER 3948
WEST PALM BEACH, FL 33402-3948

September 22, 1998

Florida Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

500002647555-3
-09/23/98-01087-004
*****87.50 *****87.50

Re: Center for Policy in Higher Education, Inc.
Charter No. N98000000629

Gentlemen:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation of the above referenced not for profit corporation. I am also enclosing our check in the amount of \$87.50 representing the filing fee (\$35.00) and fees for a certified copy of the filed amendment (\$52.50). This must be sent to the IRS right away, therefore, would you please return the certified copy in the preaddressed, prepaid airbourne letter express envelope as soon as possible to:

Daren Bakst
Center for Policy in Higher Education, Inc.
Plaza 1551, 1551 Forum Place, Bldgs. 200-400
West Palm Beach, Florida 33401

107 718 634
AM BERBORN
EXPRESS

FILED
98 SEP 23 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your prompt attention to this matter as time is of the essence.

Very truly yours,

Daniel Bakst
DANIEL L. BAKST

DANIEL L. BAKST
:emb
Enclosures

AUTHORIZATION BY PHONE TO
CORRECT ADD "NONMEMBERS ENTITLED TO VOTE"
DATE 9/28
DCC. BY: [Signature]

**AMENDMENT TO ARTICLES OF INCORPORATION
OF CENTER FOR POLICY IN HIGHER EDUCATION, INC.**

THIS AMENDMENT to the corporate Articles of Incorporation of **CENTER FOR POLICY IN HIGHER EDUCATION, INC.** is made pursuant to Florida Statute 607.177(2)(a).

That the charter number of **CENTER FOR POLICY IN HIGHER EDUCATION, INC.** is N98000000629.

That it is the desire of the Corporation to amend the Articles of Incorporation as hereinafter specified.

1. Article II - Purposes and Powers is amended as follows:

The specific purpose for which this corporation is organized is to provide information on public policy issues to higher education officials; analyze policy issues; professional development for higher education for officials; advocacy; and this corporation shall have all of the powers authorized under applicable law. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon the dissolution of this 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 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.

3. The effective date of this Amendment shall be 6-1-98 and was adopted by the Board of Directors of the Corporation on 6-1-98. There are no members entitled to vote.

4. That all of the provisions of the original Articles of Incorporation are hereby restated and in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Corporation have executed this Amendment to Articles of Incorporation this 23 day of September, 1998.

Signed, sealed and delivered in the presence of:

Elaine Bakst

Daren Bakst

DAREN L. BAKST, President, and Director

Sandra L. Jewett

As to Daren L. Bakst

Elaine Bakst

Daniel L. Bakst
DANIEL L. BAKST, Secretary and Director

Sandra L. Jewett

As to Daniel L. Bakst

Elaine Bakst

William M. Moss
WILLIAM M. MOSS, Director

Sandra L. Jewett

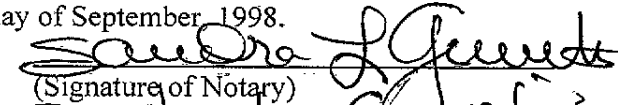
As to William M. Moss

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **DAREN L. BAKST, DANIEL L. BAKST and WILLIAM M. MOSS**, who are personally known to me or who have produced as identification _____ and who did execute the foregoing Amendment to Articles of Incorporation,

and they acknowledged before me that they executed the Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this the 22 day of September, 1998.


(Signature of Notary)

Sandra L. Guvetic
(Printed Name of Notary)

Notary Public, State of Florida

(Commission Number)

My commission expires: _____



Sandra L. Guvetic
MY COMMISSION # 00532325 EXPIRES
April 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.