

N/98000002291

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FOWLER**

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SAN JUAN

SAN PEDRO SULA

SAN SALVADOR

SAO PAULO

INDEPENDENT
CORRESPONDENT
OFFICES

November 16, 1998

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

**Re: Amendments to the Articles of Incorporation of
Florida School House Developers Joint Venture, Inc.**

Dear Sir/Madam:

Enclosed please our firm check in the amount of \$35.00 and Articles of Amendment for the above captioned matter.

We will appreciate acknowledgment of the action taken. Please sign and return a copy of this letter.

Very truly yours,

RICE FOWLER, L.C.

BY: Gerhardt A. Schreiber
Gerhardt A. Schreiber

GAS/imc
Enclosure

Acknowledged

this ___ day of ___, 1998.

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-11/23/98--01082--007
*****35.00 *****35.00

FILED
08 NOV 23 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

VS DEC 4 1998

AMENDMENTS TO THE ARTICLES OF INCORPORATION OF
FLORIDA SCHOOL HOUSE DEVELOPERS JOINT VENTURE, INC.

the Corporation's Articles of Incorporation are hereby amended as follows:

Article II Purpose shall be amended to read:

ARTICLE II
PURPOSE

The purpose of the corporation shall be exclusively to construct, operate, lease, and sell facilities, including but not limited to educational facilities, for and to municipal, county, state and federal governments. and all other lawful acts within the meaning of section 501(C)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of section 501(C)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Articles VI Net Earnings and Article VII Dissolution shall be added as follows:

ARTICLE VI
NET EARNINGS

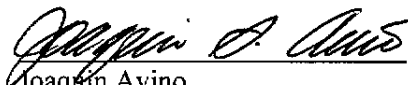
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person,, except that said corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying out 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 of office.

Notwithstanding any other provision 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 corresponding section of any future Federal tax code).

ARTICLE VII
DISSOLUTION

Upon dissolution of this corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, scientific, 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 public purpose.

Adopted this 31st day of October, 1998.


Joaquin Avino
Chairman and Secretary

FILED
98 NOV 23 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
FLORIDA SCHOOL HOUSE DEVELOPERS JOINT VENTURE, INC..

A special meeting of the Board of Directors of Florida Schoolhouse Developers Joint Venture, Inc. was held on the 31st day of October, 1998. Present were:

Joaquin Avino

Ford Gibson

Otis Pitts

consisting of all the members of the Board.

On motion unanimously made and carried Joaquin Avino was designated to act as Chairman and Secretary of the meeting.

The purpose of the meeting was to discuss and approve Amendments to the corporation's Articles of Incorporation. The Chairman presented the proposed amendments as follows:

WHEREAS, the Corporation is a not for profit corporation and wishes to operate within the meaning of section 501(c)(3) of the Internal Revenue Code and;

WHEREAS, the Internal Revenue Code requires that the Corporation's Articles of Incorporation contain certain statements regarding the Corporation income and assets and;

WHEREAS, the Corporation having no members pursuant to Florida Statute sections 617.1002 and 617.1006 this Board is authorized to approve amendments to the Articles of Incorporation, a copy of which are attached to these minutes.

After due deliberation and discussion, upon motion duly made and seconded, the following resolution was unanimously passed and adopted by the Board of Directors.

RESOLVED, that the Corporation's Articles of Incorporation been amended as follows:

Article II Purpose shall be amended to read:

ARTICLE II
PURPOSE

The purpose of the corporation shall be exclusively to construct, operate, lease, and sell facilities, including but not limited to educational facilities, for and to municipal, county, state and federal governments and all other lawful acts within the meaning of section 501(C)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, educational,

religious, or scientific purposes, within the meaning of section 501(C)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Articles VI Net Earnings and Article VII Dissolution shall be added as follows:

ARTICLE VI NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person,, except that said 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 out 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 of office.

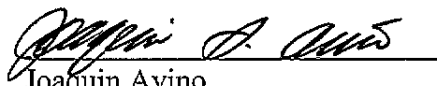
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VII DISSOLUTION

Upon dissolution of this corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, scientific, 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 public purpose.

Adopted this 31st day of October, 1998.

There being no further business to come before the board this meeting was on motion duly made and seconded adjourned.


Joaquin Avino
Chairman and Secretary