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November 3, 1998

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Secretary of State
Bureau of Corporate Records
Attn: Amendments Section
409 E. Gaines Street
Tallahassee, FL 32301

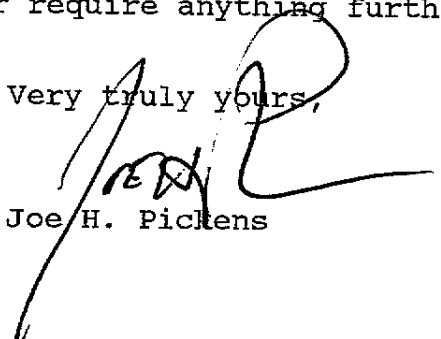
Re: Foundation for Rural Educational Excellence, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of Foundation for Rural Educational Excellence, Inc. Also enclosed is our check in the sum of \$35.00 for the filing of same. Please return the file-stamped copy to this office together with appropriate evidence of the filing of the Amendment in the enclosed, self-addressed, postage paid express mail envelope.

Thank you very much for your assistance and cooperation. If you have any questions or require anything further, please do not hesitate to call.

Very truly yours,


Joe H. Pickens

JHP/lhp

Enclosures

Amend -
11-12-98
CC

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98 NOV 12 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 9, 1998

Secretary of State
Bureau of Corporate Records
Amendment Section
Attn: Cheryl Coulliette
409 East Gaines Street
Tallahassee, FL 32301

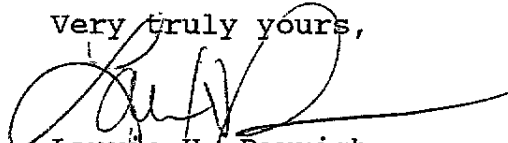
Re: Foundation for Rural Educational Excellence, Inc.

Dear Ms. Coulliette:

Pursuant to our telephone conversation, enclosed please find an original and one (1) copy of the corrected Articles of Amendment to Articles of Incorporation of Foundation for Rural Educational Excellence, Inc. I would very much appreciate it if you would return conformed copy together with proof of filing to me at your earliest convenience in the express mail envelope previously provided to you.

Thank you very much for your assistance and cooperation. If you have any questions, please do not hesitate to call.

Very truly yours,



Laurie H. Parrish,
Legal Assistant

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
FOUNDATION FOR RURAL EDUCATIONAL EXCELLENCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Pursuant to the provisions of Florida Statutes §617.1006, the corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article XIII of the Articles of Incorporation shall be amended as follows:

ARTICLE XIII: DISSOLUTION

In the event of the dissolution of the corporation, no officer, director or trustee shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively to the Districts for the exclusive use and benefit of the Districts, for purposes within the intendment of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

SECOND: The amendment's adoption shall be effective as of the date of execution hereof.

THIRD: The amendment was unanimously approved by the Incorporator, the Board of Directors and the Board of Trustees. There are no members to vote on said amendment.

IN WITNESS WHEREOF, the undersigned have executed this Articles of Amendment to Articles of Incorporation this 9th day of November, 1998.

Cathy Merritt
Cathy Merritt
President

Robert E. Smith
Robert E. Smith
Executive Director

Shay Starling
Shay Starling
Treasurer

Joyce Huntsberger
Joyce Huntsberger
Secretary

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared Cathy Merritt, President, Robert E. Smith, Executive Director, Shay Starling, Treasurer and Joyce Huntsberger, Secretary, of Foundation for Rural Educational Excellence, Inc., to me personally known to be the persons who executed the foregoing Articles of Amendment to Articles of Incorporation, and who acknowledged to and before me that they executed such instrument.

9th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of November, 1998.

Laurie H Parrish
Notary Public
My commission expires:



LAURIE H PARRISH
My Commission CC453334
Expires Apr. 17, 1999
Bonded by NFNU
800-224-8368