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BASIC AMENDMENT

THE FIRST COAST INDEPENDENT SCHOOL FOUNDATION FINC.

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ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF THE FIRST COAST INDEPENDENT SCHOOL FOUNDATION, INC.

The undersigned, for the purpose of amending the Articles of Incorporation of The First Coast Independent School Foundation, Inc., a not-for-profit corporation formed and existing under the laws of the State of Florida, adopts the following Articles of Amendment pursuant to Section 617.1002, Florida Statutes:

ARTICLE I - NAME

The name of this corporation is The First Coast Independent School Foundation, Inc.

ARTICLE II - AMENDMENT TO ARTICLES

Article III, Section 3.1., Purposes, is hereby deleted in its entirety and replaced with the following:

Article III Purposes

Section 3.1. Purposes. This corporation is organized exclusively for charitable, educational, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code. It is intended that this corporation shall not engage in any activity for pecuniary profit. The primary purpose of this corporation shall initially be to operate a private educational institution for grades Pre-K through 12. The corporation may also provide extracurricular programs and programs to the members of the community at large, such as before and after school care, summer camp programs, adult night courses, non-school related athletic programs, and club activities.

ARTICLE III - DATE OF ADOPTION

The foregoing amendments to the Articles of Incorporation were adopted on July 29, 1999, by a unanimous vote of the members. The number of votes cast for the amendment was sufficient for approval.

Jonathan L. Hay, Esquire Purcell, Flanagan & Hay, P.A. 1548 Lancaster Terrace Jacksonville, FL 32204 Telephone: 904/355-0355 Fla. Bar No.: 456586

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IN WITNESS WHEREOF, the President of the corporation has executed these Articles of Amendment this 10% day of OCTORGO., 1999.

THE FIRST COAST INDEPENDENT SCHOOL

BY:

Its President