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WILLIAM H. NEWTON, III

A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

May 28, 1999

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CERTIFIED MAIL

RETURN RECEIPT REQUESTED

Secretary of State Division of Corporations PO box 6327 Tallahassee, FL 32314

Re: Grandview Gymnatorium of Boca Raton, Inc.
--Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed are Articles of Amendment to Articles of Incorporation of Grandview Gymnatorium of Boca Raton, Inc.

Also enclosed is a check in the total collective amount of \$43.75 representing the filing fee (\$35.00) and a request for a certified copy (\$8.75).

If you have any questions please do not hesitate to contact me.

Sincerely,

William H. Newton, III _

WHN: dmb Enclosures

cc: Mr. Roberto La Rocca

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Ameno

8. PAYNE JUN 9 1999

ARTICLES OF AMENDMENT

to

99 JUN -2 AM 10: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GRANDVIEW GYMNATORIUM OF BOCA RATON, INC.

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:

A. Article Number I was amended to read:

The name of the corporation, hereinafter called the "Corporation", shall be Grandview Pride Student Enrichment Center of Boca Raton, Inc., and the street address of its principal office is 21218-10 St. Andrews Blvd., #602, Boca Raton, FL 33433

B. Article Number II was amended to read:

The purposes for which the Corporation is to be organized are exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to the extent consistent with these purposes and to that end: to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto; in line with its broad general purpose, to promote enhancement of the cultural, recreational, educational, and informational environment of the local Boca Raton community. this connection the Corporation will be directly involved in promotion of athletics and physical

fitness as well as cultural-related activities including but not limited to (1) construction of a gymnatorium which in effect will consist both of a gymnasium for athletic-related activities and an auditorium for cultural-related activities such as music concerts and public presentations intended to enhance the local athletic and cultural environment, (2) acquisition of multi-use fields for athletic-related activities including football, baseball, soccer, etc., and construction for the necessary facilities for carrying on such_activities including seating areas, lighting, and benches, and (3) all other activities which are necessary and appropriate for the conduct-of such sports, athletics, and cultural-related activi-This Corporation has a racially nondiscriminatory policy and it does not discriminate on the basis of race, color, or national or ethnic origin.

SECOND: The date of adoption of the amendment(s) was: 5/17/99

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Grandview Gymmatorium of Boca Raton, Inc.

Roberto La Rocca, President

Roberto La Rocca

President Date: 05-17-1999