

N 98000005663

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Franklin Academy, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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99 OCT 28 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time 10/29/99 8:00 AM Certified Copy
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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*****43.75 *****43.75

Examiner's Initials [Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 28, 1999

JOLINDA HERRING

TALLAHASSEE, FL

SUBJECT: FRANKLIN ACADEMY, INC.
Ref. Number: N98000005663

We have received your document for FRANKLIN ACADEMY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 399A00051933

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRANKLIN ACADEMY, INC.**

The undersigned, the President and Administrative Secretary of Franklin Academy, Inc., a corporation not for profit under the laws of the State of Florida, hereby amend the Articles of incorporation originally filed in 1998:

1. Article III, Section Five is hereby amended as follows:

Notwithstanding any other provisions in these articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal, and whether acquired by gift, contribution or otherwise shall be used and abided exclusively for charitable, scientific, literary, educational, or administrative purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code), and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member, officer, or trustee of the Corporation or to any organization or individual; provided, however, that a reasonable compensation may be paid to any member, officer, or trustee of the Corporation in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for a charitable, scientific, literary, or educational purpose and in furtherance of the object and purposes of the Corporation.

2. Article XI is hereby amended as follows:

Upon dissolution of this Corporation, or a liquidation of its assets, whether otherwise provided or required by law, the net assets remaining after payments of all debts and obligations of the Corporation and all costs and expenses of such liquidation or dissolution shall be distributed to an organization which shall have qualified for a federal income tax exemption under the terms of Section 501(c)(3) of the Internal Revenue Code, as amended, or the federal, state or local government, subject to the specific condition that none of the net assets of the Corporation shall be distributed to or for the benefit of any member, officer, or trustee of the Corporation or to any other individual; provided, however, that nothing contained in this article shall be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these articles and the purpose stated herein, solely by reason of the fact that one or more of the members, officers, or trustees of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or any other capacity.

3. The effective date of this Amendment shall be the date of acceptance for filing.

This Amendment was passed and adopted by the Board of Directors on October 27, 1999 and no members were entitled to vote.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have set their hands and seals, acknowledged and filed the foregoing amendment under the laws of the State of Florida, this 27th day of October, 1999.

FRANKLIN ACADEMY, INC.

By: Margaret Franklin
Margaret Franklin, President

ATTEST:

By: Myrna Martin
Myrna Martin