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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Eduminder

2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

See Exhibit A attached hereto and incorporated herein by this reference.

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SECRETARY OF STATE
CORPORATIONS DIV
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3. The amendment was adopted in the following manner:

(check one box only)

- The amendment was adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.
- The amendment was adopted at a meeting of the Board of Directors held on April 23, 2009 and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

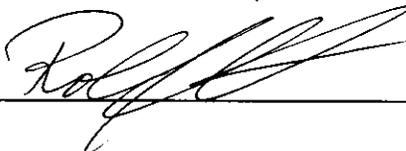
4. Date when amendment is to become effective upon the filing of these Articles of Amendment
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

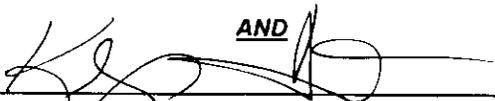
Date: April 23, 2009

Eduminder

Print Corporate Name

By 

President or Vice President (check one)

By  **AND** 

Secretary or Assistant Secretary (check one)

Exhibit A

1. Article 3 is hereby deleted in its entirety and substituted in its place therefor is the following:

“3. The specific purpose or purposes for which the corporation is organized are:

(a) To operate exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, and 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 this section. More specifically, the corporation will provide internet-based administrative, educational and student tools for primary, secondary and high schools in the United States; and

(b) to do any and all things necessary, suitable or proper for the attainment of any and all of the foregoing purposes, and subject to the limitations hereinafter contained, to engage in any lawful activity for which a non-profit corporation may be organized under Chapter 7-6 of the General Laws of Rhode Island, as amended, or the corresponding provisions of any future statute enacted in substitution therefor.”

2. Article 4 is hereby deleted in its entirety and substituted in its place therefor is the following:

“4. Provisions (if any) for the regulation of internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) A director of the corporation will not be personally liable to the corporation or its members for monetary damages for breach of the director's duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the director derived improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation will be eliminated or limited to the fullest extent permitted by the Rhode Island Nonprofit Corporation Act, as so amended. Any repeal or modification of the provisions of this paragraph by the corporation will not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(b) The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

(c) The corporation shall act lawfully in accordance with 7-6-8 of the General Laws, 1956, as amended, pertaining to limitations on powers of corporations which are also private foundations as defined in 509(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) to the extent applicable.

(d) Upon the dissolution of the corporation, the board of directors (as that term is defined by the Rhode Island Nonprofit Corporation Act) of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.”



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

