



Office of the Secretary of State

CERTIFICATE OF AMENDMENT OF

American YouthWorks
56468201

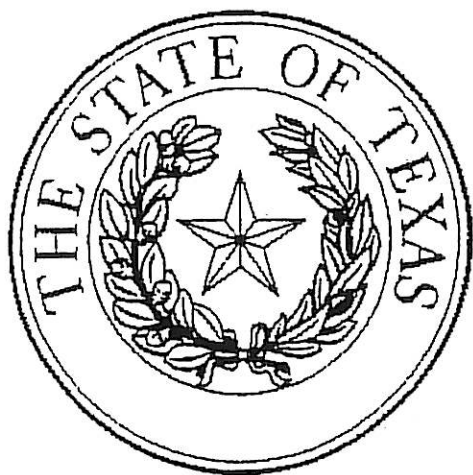
[formerly: THE AMERICAN INSTITUTE FOR LEARNING]

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of amendment for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Amendment.

Dated: 02/14/2002

Effective: 02/14/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

ARTICLES OF AMENDMENT

Pursuant to the provisions of article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

1. The name of the corporation is:

Former Name: American Institute for Learning

New Name: American YouthWorks

FILED
In the Office of the
Secretary of State of Texas

FEB 14 2002

Corporation Section

2. The following amendment to the articles of incorporation was adopted on:

July 18, 2000

Article I. is amended to read as follows:

The name of the corporation is American YouthWorks.

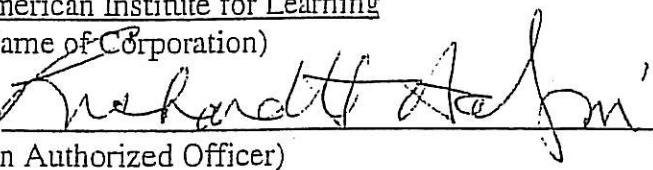
3. The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the board of directors held on July 18, 2000, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

American Institute for Learning

(Name of Corporation)

By


(An Authorized Officer)

Richard H. Halpin, CEO/Founder



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

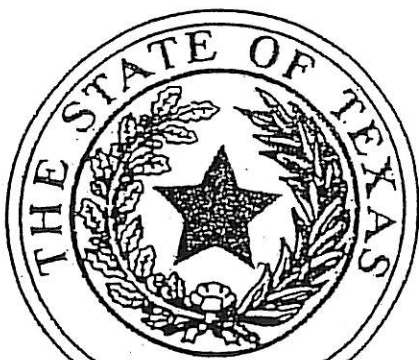
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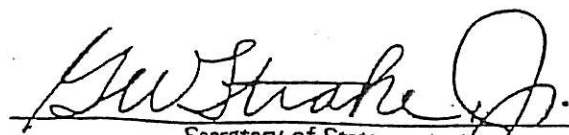
THE AMERICAN INSTITUTE FOR LEARNING
CHARTER NUMBER 564682

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

DATED JUNE 3, 1981




Secretary of State

**ARTICLES OF INCORPORATION OF
THE AMERICAN INSTITUTE FOR LEARNING**

The undersigned natural persons of the age of eighteen years or more, acting as the incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is THE AMERICAN INSTITUTE FOR LEARNING.

II.

The corporation is a non-profit corporation, and shall be operated exclusively for non-profit purposes.

III.

The period of the corporation's existence is perpetual.

IV.

The purposes for which the corporation is organized are scientific and educational and particularly include, but are not limited to the following:

A. To promote social welfare by providing learning activities and learning projects to those persons who have experienced problems in traditional public schools. These projects will emphasize classical as well as innovative approaches to education.

B. To promote social welfare by providing other projects which inform people of the social and economic realities of our society and help various communities organize to resolve these problems.

C. The institute has special but not necessarily exclusive interest in alternative schools, curriculum development and distribution, housing, nutrition and food, media and energy conservation.

D. To solicit contributions and grants of money, property and services from the general public, governmental agencies and scientific and educational corporations for the corporation's purposes and to expend such contributions exclusively in furtherance of such purposes as fall within the scope of purposes allowable under Section 501(c)(3) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue Code).

E. To do any or all such other things as may be necessary, appropriate or convenient for the accomplishment of its educational, research or scientific purposes, and in furtherance of such purposes, to exercise all of the general powers conferred by the laws of Texas upon corporations organized under the Texas Non-Profit Corporation Act.

V.

The corporation shall not have members.

VI.

The street address of the initial registered office of the corporation is 508 West 12th Street, Austin, Texas 78701, and the name of its initial registered agent at such address is Wayne Gronquist.

VII.

The number of trustees constituting the initial Board of Trustees of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial Board of Trustees are:

William Miller	1801 Richwood Dr., Austin, Texas 78758
Toni Hunter	6504 Betty Cook Dr., Austin, Texas 78723
Richard Halpin	2707 River Hills Rd., Austin, Texas 78746

VIII.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

IX.



The State of Texas

Secretary of State

GEORGE W. STRAKE, JR.
SECRETARY OF STATE

JUNE 3, 1981

WAYNE GRONQUIST
508 WEST 12TH ST.
AUSTIN, TX. 78701

RE: THE AMERICAN INSTITUTE FOR LEARNING
CHARTER NUMBER 564682-1

DEAR SIR:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.

VERY TRULY YOURS,



A handwritten signature in cursive script, reading "George W. Strake, Jr.".
Secretary of State