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State of North Carolina
Department of the Secretary of State

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JAN 03 1996

ARTICLES OF AMENDMENT
OF
PROFESSIONAL EDUCATORS OF NORTH CAROLINA,
A NONPROFIT CORPORATION

RECEIVED
RUFUS L. EDMISTEN
SECRETARY OF STATE
NORTH CAROLINA

Pursuant to § 55A-1⁰05 of the General Statutes of North Carolina, the undersigned nonprofit corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the Corporation is PROFESSIONAL EDUCATORS OF NORTH CAROLINA, INC.

2. The text of the amendment adopted is as follows:

Article V of the Articles of Incorporation is amended by inserting the the following sentence after the existing text in Article V:

"To the fullest extent permitted by applicable law, no Director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages or breach of any duty as a director."

3. The date of adoption of the amendment was 18 November 1995.

4. The amendment received the affirmative vote of a majority of the directors. The amendment was thereafter approved by the members as required by Chapter 55A.

5. These articles will be effective upon the date and time of filing.

This 18th day of December 1995.

PROFESSIONAL EDUCATORS OF NORTH CAROLINA, INC.

Peggy Bolden
[signature]
Peggy Bolden, President