

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
WE THE PEOPLE FOUNDATION FOR
CONSTITUTIONAL EDUCATION, INC.**

under section 803 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is:

We The People Foundation For Constitutional Education, Inc.

(2) The Certificate of Incorporation was filed by the department of State on November 24, 1997, under section 402 of the Not-For-Profit Corporation Law.

(3) The corporation is a corporation as defined in subparagraph (a) (5) of section 102 (Definitions) of the Not-For-Profit Corporation Law; the corporation was and remains a Type B corporation pursuant to section 201 of the Not- For-Profit Corporation Law.

(4) The third provision of the certificate of incorporation, which lists the purposes of the corporation, is amended to read as follows:

The purpose or purposes for which the corporation is formed are as follows:

The Foundation is established to fulfill what its incorporators believe to be a fundamental need in the country among the people for more information, awareness, and knowledge about the federal and state constitutions, about the sovereignty of the people whose will the constitutions are designed to express, and about the government they are meant to control.

The need for better information has at least three causes: first, the failure of the K-12 schools of the country to teach the principles, history, and language of the federal and state constitutions; second, government at all levels appears to be disregarding the boundaries placed around its power by our written constitutions; and third, the need for the citizenry to always be vigilant and conscious about what is going on in government and their right to intelligently, professionally and rationally confront unconstitutional and illegal behavior by those wielding governmental power.

The Foundation's education program will work to inform the public, increase awareness, and encourage appropriate governmental reform through constitutional processes. The Foundation will organize throughout the country, will obtain the necessary funding for the work, through contributions, and will use its influence and funds to facilitate other programs and activities pursuing the same socially beneficial ends.

(5) This amendment of the Certificate of Incorporation was authorized by a majority vote of the members of the Board of Directors present at the annual meeting of the Board held on December 15, 2001.

(6) The Secretary of State is designated as agent of the corporation on whom process may be served. The post office address to which the Secretary of State shall mail a copy of any such process is:

2458 Ridge Road
Queensbury, New York 12804

IN WITNESS WHEREOF, the undersigned Director, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

SIGNED THIS DATE: December 19, 2001

Robert L. Schulz
2458 Ridge Road
Queensbury, New York 12804

Filed by:
Burr V. Deitz
444 Whitehall Road
Albany, New York 12208

Approved: _____

Hon.

Justice of the Supreme Court
of the State of New York

Approved: _____

Assistant Attorney General
State of New York