



State of California Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 05 2008

DEBRA BOWEN
Secretary of State

**CERTIFICATE OF AMENDMENT OF
 ARTICLES OF INCORPORATION**
JUN 05 2008

The undersigned certifies that:

1. They are the President and the Secretary of Dialog Cultural, Scientific & Educational Foundation, a California nonprofit public benefit corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Magnolia Educational & Research Foundation.

3. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

~~This~~ Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to provide community support in educational and research areas, which include, but are not limited to the following: managing, operating, guiding, directing and promoting public charter schools; conducting scientific research at K-12 schools and colleges to identify and implement successful education practices; coordinating international conferences/competitions in various fields of academic study.

The Corporation is organized and operated exclusively for charitable, educational and scientific purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office.

5. The foregoing amendment of the Articles of Incorporation has been duly approved by the board of directors.
6. The corporation has no members.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: 06/03/2008



METIN OGUZMERT, PRESIDENT

DATE: 06/03/2008



YAVUZ BAYAM, SECRETARY

