

It is hereby resolved that the Charter of The Players Workshop School of Creative Arts be amended by adding thereto the following provisions: upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

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4. The foregoing Amendment was adopted upon vote of a majority of members present at a meeting duly called and held pursuant to notice published in the Greenville Piedmont, a newspaper published in the county in which the Corporation is located, said notice stating the time, place and purpose thereof.

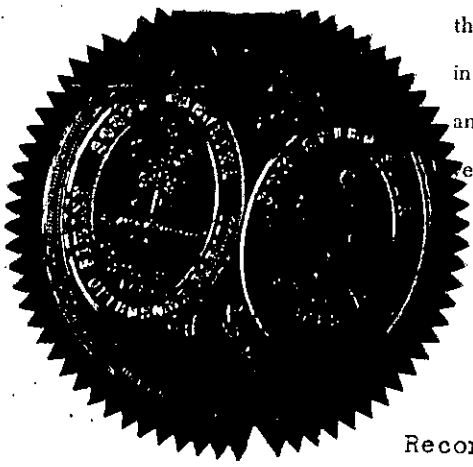
December 5, 1967

THE PLAYERS WORKSHOP SCHOOL OF CREATIVE ARTS
By Mrs. Martha D. LaGrone
Mrs. Martha D. LaGrone, President
And Mrs. Peggy H. Coker
Mrs. Peggy H. Coker, Secretary

(authorized and set forth in the certificate aforesaid), which Resolutions were adopted pursuant to law, at a meeting of the members of the aforesaid Corporation, of which five days' notice was given, which notice stated the purpose of the aforesaid meeting, and further, that said Resolutions were adopted by a majority vote, and that in all respects there has been complied with the provisions of Title 12, Chapter 13, Code of Laws of South Carolina, 1962, and all amendments thereto.

NOW, THEREFORE, I, **O. Frank Thornton** Secretary of State, by virtue of the authority in me vested by Chapter aforesaid, of the Code of Laws of South Carolina, 1962, and amendments thereto, do hereby certify that the requirements of law for said amendment have been complied with, and for good and sufficient reasons to me appearing, do hereby certify that the charter of the aforesaid Company has been so amended.

GIVEN under my hand and the seal of the State at Columbia, this 11th day of December, in the year of our Lord One Thousand nine hundred and 67 and in the one hundred and 92nd year of the Independence of the United States of America.



O. Frank Thornton
O. FRANK THORNTON,
Secretary of State

Recorded December 28th, 1967 at 4:30 P.M. #17822