

**ARTICLES OF AMENDMENT
OF
LIFT ME UP!**

The undersigned, pursuant to Article 10 of Title 13.1 of the Code of Virginia, state as follows:

1. The name of the corporation is Lift Me Up!
2. Article Two of the Articles of Incorporation is deleted. The following Article is submitted:

Article Two

Membership

The corporation shall have one class of members. A person or entity may qualify as a member by donating at least \$5.00 to the corporation in a calendar year. Each qualifying member shall be assigned a member contribution level designation based upon the following contribution categories, which may be changed by resolution of the Board of Directors or amendment to the By-Laws by unanimous consent.

Pony	\$5.00 to \$49.00
Arabian	\$50.00 to \$99.00
Quarterhorse	\$100.00 to \$199.00
Thoroughbred	\$200.00 or more

The members shall not have voting or any other rights.

3. The Board of Directors of Lift Me Up! adopted the amendment to Article Two on February 1, 1996.
4. The adoption of the amendment to Article Two by the Board of Directors did not require member action.

Dated this 7th day of February, 1996.

Catherine D. Cahill

President
Lift Me Up!

Attest:

Colleen G. Zarin
Secretary
Lift Me Up!