

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FINANCIAL PLANNING ASSOCIATION**

DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: Financial Planning Association.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

FOURTH Article is amended by deleting the third paragraph and replacing it with the following language: "Institutional Members shall be any institution with an interest in financial planning and which is willing to abide by the District of Columbia Non-profit Corporation Law, the bylaws of the Corporation and the FPA Code of Ethics. Institutional members shall have the right to participate in all of the Corporation's activities. Institutional Members shall have no voting rights."

THIRD: The amendment was adopted in the following manner: The amendment was adopted at a meeting of the Board of Directors held on February 2, 2004, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date: 2-2-04

FINANCIAL PLANNING ASSOCIATION
Corporate Name

By: 
Its President or Vice-President

ATTEST: 
Its Secretary or Assistant Secretary