726522

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August 22, 1997

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 AUG 25 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation for:
FLORIDA BLUE KEY, INC.; Number: 726522

Dear Lori:

Enclosed for filing, on behalf of **FLORIDA BLUE KEY, INC.** are an original and one copy of the Amended and Restated Articles of Incorporation.

Please file the Amended and Restated Articles of Incorporation and Certificate of Designation and return a "filed copy" to me in the enclosed self-addressed, stamped envelope.

Also enclosed is a check in the amount of $35.00 representing the filing fee for the Articles of Incorporation.

Please call me if you have any questions or need additional information.

Sincerely,

Marilyn D. Sandborn

Marilyn D. Sandborn

MDS:dav
Enclosures
[0326031.WP]

SIGNED IN HER ABSENCE
TO AVOID DELAY.

Dee 9/3

Amended + Restated

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

FLORIDA BLUE KEY, INC.

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation, FLORIDA BLUE KEY, INC. (the "Corporation"), pursuant to a resolution duly adopted by the members of the corporation on April 5, 1997, hereby adopts the amended (all Articles are amended hereby) and restated Articles of Incorporation set forth below. These Articles of Incorporation as completely amended and restated, supersede the original Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FLORIDA BLUE KEY, INC.

ARTICLE II. DURATION

The corporation will have perpetual existence.

ARTICLE III. PURPOSES

The corporation is organized and will be operated exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law.

The corporation's primary purpose is the advancement of educational and other charitable purposes by (i) encouraging leadership development among its members and (ii) promoting and supporting the University of Florida, a State university. No part of the net earnings will inure to the benefit of any member, director or officer.

ARTICLE IV. POWERS AND OPERATING PROCEDURES

A. The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes and possesses all of the powers enumerated in Chapter 617, Florida Statutes, as well as subsequent amendments or restatements thereto, including, but not limited to, the power to:

1. solicit and receive funds, gifts, endowments, donations, devises and bequests;
2. hold any property, or any undivided interest therein, without limitation as to amount or value;
3. dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the corporation's board of directors, will best promote the purposes of the corporation, without limitation, except such limitations, if any, as may be contained in the instrument pursuant to which such property is received, these Articles

of Incorporation, the Bylaws of the corporation, or any applicable laws; and

4. participate in joint ventures or other legal entities and the formation of same, and to do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not any act or thing for the pecuniary profit or financial gain of any of its Members, any member of its board of directors, or any of its officers, except (i) as permitted under the Florida Not-For-Profit Corporation Act and (ii) as will not adversely impact the corporation's status under Section 501(c)(3) of the Code.

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to the corporation and reasonable amounts expended by reason of the corporation's effecting one or more of its purposes) and no member, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V. MEMBERS

Eligibility, classification, obligations, duties and liabilities of members and the manner of admission of members shall be determined and fixed by the corporation's bylaws. The members of the corporation shall have no right to vote except as specifically provided in these Articles or in the corporation's bylaws. The corporation does not discriminate against any member, applicant for membership, volunteer or employee on the basis of race, age, sex, handicap, religion, national origin or ancestry.

ARTICLE VI. PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the principal office is 312 J. Wayne Reitz Union, University of Florida, Gainesville, FL 32611-2042. The registered office of the corporation is 3010 N.W. 9th Place, Gainesville, FL 32605. The name of the corporation's registered agent at the registered office is Frank J. Maturo, Jr.

ARTICLE VII. BOARD OF DIRECTORS

A. Management of Corporate Affairs. The corporation shall be managed, its properties controlled, and its affairs governed under the direction of its board of directors. The board of directors shall be composed of the following individuals: (i) the President, Vice

President, Treasurer, Secretary, Historian, and Alumni Secretary, (ii) seven at-large Active Members with not more than two of these seven from the same college, and (iii) the Divisions Coordinator, the Homecoming General Chairman and the Gator Growl Producer, who shall serve as non-voting, ex-officio members. The Board of Directors shall establish an Executive Committee, as given in the corporation's Bylaws, to exercise all authority of the Board of Directors, except as limited under the Florida Not-for-Profit Corporation Act.

B. Board of Directors. The corporation shall never have less than five (5) directors, who shall be elected in the manner set forth in the corporation's Bylaws. The names and addresses of the directors are:

Name	Address
President, Julie Imanuel	508 SW 10th St. Gainesville, Florida 32601
Vice President, Richard Williams	3010 SW 23rd Terr. #48 Gainesville, Florida 32608
Treasurer, Ryan Chandler	1237 SW 2nd Ave. Gainesville, Florida 32601
Secretary, Elizabeth Clark	4100 SW 20th Ave. C-7 Gainesville, Florida 32607
Historian, Nicole Kleaban	4455 SW 34th St. KK193 Gainesville, Florida 32608
Faculty Advisor, Dr. Frank Maturo	3010 NW 9th Place Gainesville, Florida 32605
At Large, Ryan Chandler	1237 SW 2nd Ave. Gainesville, Florida 32601
At Large, Teresa Clark	422 SW 10th St. Gainesville, Florida 32601

At Large, Jackie Kitts	807 W. Panhellenic Ave. Gainesville, Florida 32601
At Large, Richie Martin	508-9 SW 34th St. Gainesville, Florida 32601
At Large, A.J. Siccardi	5 Fraternity Row Gainesville, Florida 32603
At Large, Mark Stevens	700 SW 62nd Blvd. N-160 Gainesville, Florida 32607
At Large, Kristin Wotocek	4455 SW 34th St. #FF174 Gainesville, Florida 32603
Divisions Coordinator, Kennis Brannock	P.O. Box 13988 Gainesville, Florida 32604
Homecoming General Chairman, Michael Schmidt	700 SW 62nd Blvd. N-160 Gainesville, Florida 32607
Gator Growl Producer, Grier Pressly	16 NW 29th St. Gainesville, Florida 32607

ARTICLE IX. DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after the payment of the corporation's lawful debts, shall be distributed to an organization or organizations qualified as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) and engaged in affairs and having purposes substantially similar to those of the corporation. Such organization or organizations shall be selected by the corporation's last board of directors. To the extent the board of directors fails to make such a selection, the assets will be distributed to the University of Florida Foundation, Inc. If, however, the University of Florida Foundation, Inc. is no longer in existence as of the date of the proposed distribution, then the assets will be disposed of by a court of competent jurisdiction in the county in which the corporation's principal office is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

A. The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law and all rights conferred on members are subject to this reservation. These Articles of Incorporation may be amended at any regular meeting of the members of the corporation. To be adopted, such amendment must be presented, in writing, at two consecutive regular meetings of the members of the corporation. An affirmative vote, at the second meeting, of two-thirds of the members of the corporation present and voting will immediately effect the amendment, unless a future effective date is specified.

B. An amendment to the Articles of Incorporation may only be made during regular meetings held in the Fall or Spring semesters of the University of Florida.

C. An amendment to the Articles of Incorporation that changes or deletes a quorum or voting requirement must meet the same quorum and voting requirements as that prescribed in the provision being amended.

ARTICLE XI. AMENDMENT OF BYLAWS

A. Except as otherwise required by law, the bylaws of the corporation may be amended, altered or rescinded, or new bylaws may be adopted at any regular meeting of the members of the corporation. To be adopted, such amendment must be presented, in writing, at two consecutive regular meetings of the members of the corporation. An affirmative vote, at the second meeting, of two-thirds of the members of the corporation present and voting will immediately effect the amendment, unless a future effective date is specified.

B. An amendment to the bylaws may only be made during regular meetings held in the Fall or Spring semesters of the University of Florida.

C. An amendment to the bylaws that changes or deletes a quorum or voting requirement must meet the same quorum and voting requirements as that prescribed in the provision being amended.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 05 day of April, 1997.

ATTESTED BY:

Frank Mateer, Jr.

FLORIDA BLUE KEY, INC.

By: Ron LaFace
Name: Ron LaFace
Its: President

[0220714.02]