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COR AMND/RESTATE/CORRECT OR O/D RESIGN
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October 8, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA COASTAL SCHOOL OF LAW FOUNDATION, INC.
8787 BAYPINE ROAD
JACKSONVILLE, FL 32256US

SUBJECT: FLORIDA COASTAL SCHOOL OF LAW FOUNDATION, INC.
REF: 732400

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

These amended and restated articles states there are no members, but they also state they were adopted by the members. Please correct your document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown
Regulatory Specialist II

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA COASTAL SCHOOL OF LAW FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to Section 617.1001, Florida Statutes, the Articles of Incorporation of Florida Coastal School of Law Foundation, Inc. originally filed on April 9, 1975, are hereby amended and restated in their entirety, pursuant to Section 617.1007, Florida Statutes, to read as follows:

ARTICLE I
Name

The name of this corporation is Florida Coastal School of Law Foundation, Inc. (the "Corporation").

ARTICLE II
Principal Office or Mailing Address

The principal office of the Corporation is located at 8787 Baypine Road, Jacksonville, Florida 32256, and its mailing address is 8787 Baypine Road, Jacksonville, Florida 32256.

ARTICLE III
Purposes

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable, scientific, literary, and educational purposes, consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the preceding sentence, this Corporation primarily is organized to provide assistance, economic and otherwise, to students, to provide support for legal academic endeavors, to promote and support experimental education in general throughout the world and to undertake any other activities as will further general educational purposes.

ARTICLE IV
Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

Prepared by:
Driver, McAfee, Peek & Hawthorne, P.L.
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Amended and Restated Articles of Incorporation; and

(c) 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V
Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of this Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have three (3) Directors upon the effective date of these Amended and Restated Articles of Incorporation. The number of Directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3). The Directors, shall be elected and shall serve terms as provided in the Bylaws.

(c) The names of the members of the Board of Directors who shall serve until their successors are duly elected are as follows:

Dennis J. Stone
C. Peter Goplerud
Walter M. Lee, III

ARTICLE VI
Officers

The officers of the Corporation, and their election, powers, and terms, shall be as provided by the Bylaws.

ARTICLE VII
Registered Office and Agent

The street address of the registered office of this Corporation is 8787 Baypine Road, Jacksonville, Florida 32256, and the name of the registered agent of this Corporation at that address is Bruce R. Wilson.

ARTICLE VIII
Duration

The Corporation shall exist perpetually.

ARTICLE IX
Members

The Corporation shall have no members.

ARTICLE X
Bylaws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Amended and Restated Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

(c) Notwithstanding the foregoing paragraphs (a) and (b), if any provision of the Bylaws requires the vote, approval, or consent of more than a majority of the Board of Directors, such provision may be enacted, amended, altered or rescinded only by the unanimous vote of the Board of Directors.

ARTICLE XI
Amendments

Upon proper notice, these Amended and Restated Articles of Incorporation may be amended, altered, changed or repealed by the unanimous vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Amended and Restated Articles of Incorporation.

ARTICLE XII
Corporate Liquidation and Dissolution

Upon dissolution, the assets of this Corporation, after all debts and liabilities are paid, shall be distributed in furtherance of the Corporation's purposes contained in these Amended and Restated Articles of Incorporation, including a distribution to a government entity or an organization exempt from federal income tax under Code Section 501(c)(3). In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of the Corporation.

ARTICLE XIII
Indemnification

The Corporation shall indemnify officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

Adoption of Amended and Restated Articles of Incorporation

The undersigned member hereby confirms that the foregoing Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's membership in accordance with Section 617.1006, Florida Statutes, on September 28, 2010. The number of votes cast by the members for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same. All of the members acknowledge and agree that the Corporation's membership shall be abolished upon the filing of these Amended and Restated Articles of Incorporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 29th day of September, 2010, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

~~Wally~~ M. Lee, III, President
WL Walter

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said Act:

That Florida Coastal School of Law Foundation, Inc., with its principal office at 8787 Baypine Road, Jacksonville, Florida 32256, has named Bruce R. Wilson, located at 8787 Baypine Road, Jacksonville, Florida 32256, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I am familiar with and hereby accept to act in this capacity, and agree to comply with the provision of Florida law relative to keeping said office.

Bruce R. Wilson