

Division of Corporations

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HILLSBOROUGH EDUCATION FOUNDATION, INC.

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ARTICLES OF RESTATEMENT
OF
HILLSBOROUGH EDUCATION FOUNDATION, INC.

Pursuant to the Florida Not For Profit Corporation Act, the not-for-profit corporation (the "corporation") hereby amends and restates its Articles of Incorporation. The text of the Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring member approval.
2. The name of the corporation is Hillsborough Education Foundation, Inc.
3. The Articles of Incorporation of the corporation are hereby amended to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
4. The date of adoption of the aforesaid amendment by the members of the corporation was May 31, 2006.
5. The number of votes cast for the said amendments and restatement by the members was sufficient for the approval thereof.
6. The effective time and date of these Articles of Restatement shall be upon filing.

Executed on June 7, 2006.



 William E. Hoffman, President

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**RESTATED
ARTICLES OF INCORPORATION
OF
HILLSBOROUGH EDUCATION FOUNDATION, INC.**

The undersigned officer hereby restates the articles of incorporation of Hillsborough Education Foundation, Inc., a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows.

ARTICLE I

Name

The name of the Corporation is: Hillsborough Education Foundation, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 2010 E. Hillsborough Avenue, Suite 212, Tampa, FL 33610, and may be changed from time to time by the Board of Directors.

ARTICLE III

Term of Existence

The corporate existence of the Corporation commenced on March 2, 1988, with the filing of its original articles of incorporation with the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE IV

Purpose

The Corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE V

Powers

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

1. The general nature, objects and purposes of the Corporation are to provide charitable and educational aid in the form of money, and other forms of property and services to the School Board of Hillsborough County (the "School Board"), its successors and assigns, and persons, associations and entities associated therewith; to promote education and other related

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activities of the School Board; to encourage research, learning and dissemination of information in which the School Board is carrying on activities. This Corporation shall receive and maintain funds, or any other property whatsoever, and subject to the restrictions and limitations set forth herein, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable or educational purposes.

2. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes and the Corporation may make payments and distributions in furtherance 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 not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

4. In the event of the dissolution or final liquidation of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or to the federal, state or local government for exclusively public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court of Hillsborough County, exclusively for such purpose or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VI **Members**

The Corporation shall have no members.

ARTICLE VII **Directors**

The Corporation's affairs shall be managed by the board of directors, as is more specifically provided for in the Corporation's bylaws (as such may be amended or revised), including the manner of election of such board of directors. The Corporation shall have at least three (3) directors. The number of directors may be increased or decreased from time to time as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

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ARTICLE VIII
Registered Office and Agent

The street address of the registered office of the Corporation is 101 East Kennedy Boulevard, Suite 3700, Tampa, FL 33602, and the name of its registered agent at such address is Kevin H. Sutton. The board of directors may, from time to time, move the location of the registered office, and may from time to time change the registered agent of the Corporation.

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE X
Amendment

These articles of incorporation may be amended in the manner provided by law.

The undersigned has executed these restated articles of incorporation this 7th day of June, 2006.



William E. Hoffinan, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 7th day of June, 2006.



Kevin H. Sutton

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