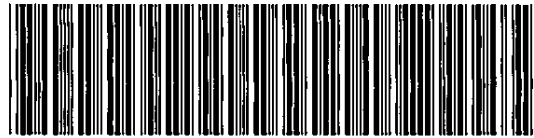


N28964



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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP

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07 AUG 30 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Restated

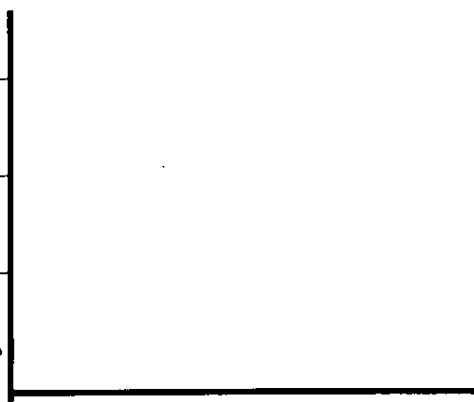
C. Couffette AUG 30 2007

Meyer + Brooks PA
Requester's Name

2544 Blairstone Pines Dr.
Address

Tallahassee, FL 32302
City/State/Zip

Phone #
878-5212



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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Foundation for Educational Achievement, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

RESTATED ARTICLES OF INCORPORATION
OF
FOUNDATION FOR EDUCATIONAL ACHIEVEMENT, INC.
(Charter No. N28964)

In accordance with the provisions of Section 617.1007, Florida Statutes (2001), the Board of Directors of the above corporation adopts these Restated Articles of Incorporation.

The Articles of Incorporation are restated as follows:

ARTICLE I
Name and Principal Place of Business

The name of this corporation shall be the "Foundation for Educational Achievement, Inc."

The principal place of business is: 213 South Adams Street, Tallahassee, Florida 32301.

ARTICLE II
Statement of Corporate Nature

This is a non-profit corporation organized solely for general educational purposes pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III
Purpose

(a) The primary purpose for which this corporation is organized is educational, and for that purpose to carry on, conduct and sponsor study and research in educational and related fields, with the object, among others, of improving and reconstructing the educational system; to disseminate the results of such study and research; to sponsor programs which identify and make

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possible the recruitment of future teachers from the minority and disenfranchised student populus as well as the student populus at large; and to receive and administer funds for these purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that code.

(c) This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) To carry out all or any part of the foregoing objects and purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association, or other corporation, and in any part of the world; and for the purpose of obtaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, and to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE IV **Term**

This corporation shall have a perpetual existence.

ARTICLE V
Membership and Manner of Admission

The membership of this corporation shall be the Officers and the Chief of Staff of the Florida Education Association and such other persons nominated by the President of the Florida Education Association and approved by the Board of Directors, in the manner provided in the bylaws.

ARTICLE VI
Dedication of Assets

The property of this corporation is irrevocably dedicated to the specific and general purposes of the corporation and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE VII
Location of Registered Office and Name of Registered Agent

The street address of the registered office of the corporation is 2544 Blairstone Pines Drive, City of Tallahassee, County of Leon, State of Florida, 32301.

The name of the registered agent at such address is Ronald G. Meyer, Esquire.

ARTICLE VIII
Board of Directors

There shall be a Board of Directors for this corporation, which shall consist of not less than three members. The Board of Directors shall consist of those persons who serve as officers of the Florida Education Association and the Chief of Staff of the Florida Education Association.

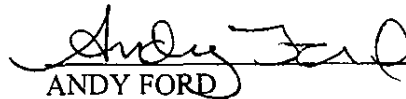
ARTICLE IX
Officers

The corporation shall have three officers as follows: President, Vice-President, Secretary/Treasurer. The office of President will be held by the person who serves as President of the Florida Education Association. The office of Vice-President shall be held by the person who serves as Vice-President of the Florida Education Association. The office of Secretary/Treasurer shall be held by the person who serves as Secretary/Treasurer of the Florida Education Association.

ARTICLE X
Distribution of Assets

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation organized and operated exclusively for business purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the Board of Directors of the foregoing corporation, at a meeting held on the 6th day of August, 2007, unanimously adopted the foregoing restatement.



ANDY FORD
President/Director

VERIFICATION

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 6th day of August, 2007, by Andy Ford, who is personally known to me **OR** ~~who provided a valid Florida Driver's License as identification (strike through one).~~

WITNESS my hand and seal in the County and State named above on this 6th day of August, 2007.

Tammy K. Stump

NOTARY PUBLIC

My Commission Expires:



Tammy K. Stump
Commission # DD538252
Expires April 3, 2010
Bonded Troy Fan - Insurance, Inc. 800-385-7019

Public: Tammy K. Stump
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Ronald G. Meyer, the Registered Agent named in the foregoing Restated Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Florida law with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 2544 Blairstone Pines Drive, Tallahassee, Florida 32301.

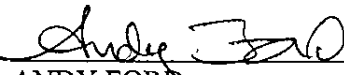
RGM

RONALD G. MEYER, ESQUIRE

CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
FOUNDATION FOR EDUCATIONAL ACHIEVEMENT, INC.
(Charter No. N28964)

The Board of Directors of the foregoing corporation, pursuant to Section 617.1007(3), Florida Statutes (2001), files this certificate with the attached Articles of Restatement of the Articles of Incorporation of the corporation and further states that the restatement contains amendments to the Articles of Incorporation which do not require member approval. The Board of Directors adopted such amendments and the restatement at a meeting held on August 6, 2007.

IN WITNESS WHEREOF, Andy Ford, President and Director, hereby sets her hand and seal on the date indicated.



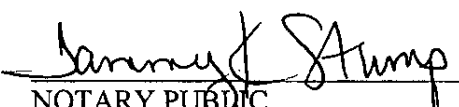
ANDY FORD
President/Director

Date: August 6, 2007

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 6th day of August, 2007, by Andy Ford, who is personally known to me ~~OR who provided a valid Florida Driver's License as identification~~ (strike through one).

WITNESS my hand and seal in the County and State named above on this 6th day of August, 2007.



NOTARY PUBLIC
Notary Public: Tammy K. Stump
Printed Name

My Commission Expires:

 **Tammy K. Stump**
Commission # DD536252
Expires April 3, 2010
Bonded Troy Firm - Insurance, Inc. 800-385-7019