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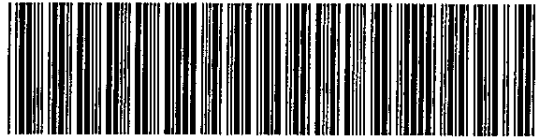
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04 DEC -9 AM 11:19  
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TALLAHASSEE, FLORIDA

12/10/04  
Restated Articles  
NIC

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**Julie Glocker Pierce**  
Attorney At Law  
Post Office Box 510485  
Melbourne Beach, Florida 32951  
(321) 728-4955

December 6, 2004

Office of the Secretary of State  
State of Florida

Re: Gemini Elementary School Parent Teacher Organization, Inc.

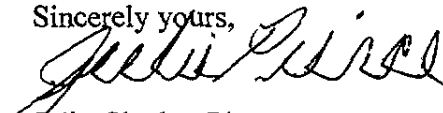
To Whom It May Concern:

Enclosed is a Restatement of the Articles of Incorporation of the above referenced organization. Also enclosed is my check in the amount of \$43.75 to cover the cost of filing and a certified copy. I have enclosed a stamped addressed envelope for this purpose.

The changes were approved by all voting members on September 23, 2004.

Thank you for your assistance in this matter.

Sincerely yours,



Julie Glocker Pierce

Enc.

**RESTATED ARTICLES OF INCORPORATION  
OF  
GEMINI ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION, INC.**

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**Article I  
NAME**

The name of this corporation is GEMINI ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION, INC.

**Article II  
CORPORATE ADDRESS**

The Street address of the Corporation's initial principal office is 2100 Oak Street, Melbourne Beach, FL 32951 and its mailing address is the same.

**Article III  
PURPOSE**

The purpose of this Corporation is as follows:

A. This corporation is a not-for-profit corporation under Chapter 617 Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are: The enhancement of educational opportunities for the students of Gemini Elementary School through fundraising projects, social activities, cultural activities and promoting parental involvement.

B. To exercise all rights and powers conferred by the Laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

D. Said organization is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code.

E. No part of the net earnings of the organization shall inure to the benefit of, or be distributable too its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the

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purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

F. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## **Article VI**

### **INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of seven (3 member(s). The number of Directors may be increased or decreased from time to time, by vote of the stockholders, but in no case shall the number of Directors be less than three (3) or more than thirteen (13). The name and address of the Director constituting the Initial Board of Directors are:

NAME	ADDRESS
Julie Glocker Pierce 5925 Riverside Drive Melbourne Beach, FL 32951	
Margie Chodorow 2080 South River Road Melbourne Beach, FL 32951	
Doreen Yandell 2255 Sea Horse Drive Melbourne Beach, FL 32951	

**Article V**  
**ELECTION OF DIRECTORS**

The manner by which directors are elected is by a majority vote of members present at the annual meeting as more fully described in the bylaws.

**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent is Julie Glocker Pierce  
and the initial registered office is Gemini Elementary School, 2100 Oak Street, Melbourne  
Beach, FL 32951

**Article VIII**  
**INCORPORATOR**

The name and street address of the person signing these Articles of  
Incorporation is:

NAME	ADDRESS
Julie Glocker Pierce	5925 Riverside Drive Melbourne Beach, FL 32951

The members to the corporation unanimously approved this restatement September 23,  
2004 a sufficient vote for approval.

Signed

