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QUEST FOR SUCCESS, INC.

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Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUEST FOR SUCCESS, INC.**

Quest for Success, Inc., a Florida Not For Profit Corporation (the "Corporation"), having originally filed Articles of Incorporation on November 1, 1990 and assigned Florida document number N40631 by the Florida Department of State, Division of Corporations, as amended on February 1, 2016, hereby adopts the following Amended and Restated Articles of Incorporation (the "Articles") pursuant to the Florida Not For Profit Corporation Act, Chapter 617 (the "Florida Act"):

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is QUEST FOR SUCCESS, INC. The principal office or mailing address of the Corporation is 2706 S. Horseshoe Drive, Naples, Florida 34104.

**ARTICLE II
PURPOSE**

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

In furtherance of the foregoing, the purpose of the corporation is limited to all lawful acts and activities reasonably necessary or desirable to achieve the following vision for college bound students regardless of their socioeconomic background, ability to pay or, to the extent feasible as a spillover benefit, their enrollment in a Quest program:

1. Discover students' skills, strengths and aptitudes to assist in identifying colleges and universities where they are highly likely to succeed;
2. Assist students with the college and financial aid application process and identify sources of scholarship funds to pay for all or some of their College expenses;
3. Identify the best fit for each student and the best method of payment such that each student will graduate in four years or less with little or no college debt with a degree representing skills sought by employers in the free marketplace leading to a good job and, in turn,

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leading to self-sufficiency, self-esteem and economic freedom without the need to rely on government, charitable organizations or others to lead a happy, productive life.

ARTICLE III MEMBERS

The number and manner of appointment of Members shall be as provided in the Bylaws (the "Bylaws") of the Corporation.

ARTICLE IV DIRECTORS

The number and manner of election of directors constituting the Board of Directors shall be as provided in the Bylaws.

ARTICLE V PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VI REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

ARTICLE VII AMENDMENTS

These Articles may be amended as provided in the Bylaws.

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**ARTICLE VIII
DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

**ARTICLE IX
TAX-EXEMPT RESTRICTIONS**

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Any other provisions of these Articles notwithstanding, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

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**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any officer, director, employee or agent, or any former officer, former director, former employee or former agent, to the fullest extent permitted by law.

The Corporation, having no members or members entitled to vote, duly adopted these Articles by unanimous action by the Board of Directors on October 5, 2016 to be effective as of the date of filing with, and acceptance by, the Florida Department of State, Division of Corporations.

By: _____

Thomas R. Grady, Chairman

(not not individually)

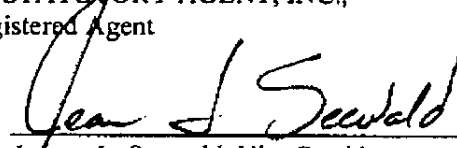
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**QUEST FOR SUCCESS, INC.
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, being named in the Articles of Incorporation of **QUEST FOR SUCCESS, INC.**, as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By the authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. By the authorized signature below, the registered agent signifies that it is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

HL STATUTORY AGENT, INC.,
Registered Agent

By: 

Jeanne L. Secwald, Vice President

Date: 11-10-16

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