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JUNIOR ACHIEVEMENT OF CENTRAL FLORIDA, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
JUNIOR ACHIEVEMENT OF CENTRAL FLORIDA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of JUNIOR ACHIEVEMENT OF CENTRAL FLORIDA, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes the below Amended and Restated Articles of Incorporation of the Corporation pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act. The Amended and Restated Articles of Incorporation of the Corporation, which contain amendments to the Articles of Incorporation, do not require the approval of members and were adopted by the Board of Directors, and provide as follows:

ARTICLE I - NAME

The name of the Corporation shall be JUNIOR ACHIEVEMENT OF CENTRAL FLORIDA, INC., a Florida not for profit corporation.

ARTICLE II - PURPOSES AND RESTRICTIONS

The purposes for which this Corporation are organized shall be to educate and inspire students in the schools within the Corporation's authorized geographic area about the principles of free enterprise, including, but not limited to, work force readiness, entrepreneurship, and financial literacy. In furtherance of those purposes, the Corporation shall work with Junior Achievement USA to furnish quality classroom experiences through business leaders and community volunteers to grades K-12.

The Corporation shall not engage, nor shall any of its funds, property, or income be used in carrying on propaganda, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distributing of statements).

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any director or trustee of the Corporation or to any substantial contributor to it, except as a reasonable allowance for expenses incurred for the benefit of Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida that are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or

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indirectly in any activity which would cause the loss of such qualification. No part of the assets, contributions, or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual, except those employed by the Corporation.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors consisting of not less than ten (10) persons. The Board of Directors shall be responsible, among other things, for the financial soundness, strategies, direction, and oversight of the operations of the Corporation within its authorized geographic area. The number of directors and the manner of their election, including the Board Chair, shall be determined by the Board of Directors from time to time in accordance with the Bylaws of this Corporation. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

The officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers as provided in the Bylaws. The officers of the Corporation shall be elected annually by the Board of Directors at their annual meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is conveniently possible. Each officer shall hold office until his or her successor is duly elected and qualified, or until his or her death, or until he or she resigns or is removed in the manner hereinafter provided. Officers may be re-elected to serve subsequent terms.

ARTICLE VII - BYLAWS

The Bylaws of the Corporation may be adopted, altered, amended and rescinded by a majority vote of the Board of Directors at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE IX - 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 for one or more exempt purposes to, and only to, (i) any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, or (ii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the

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Corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

2121 Camden Road
Orlando, Florida 32803

The name of the registered agent of this Corporation shall be:

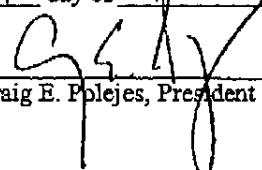
Craig E. Polejes

ARTICLE XI - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and mailing address of this Corporation shall be:

2121 Camden Road
Orlando, Florida 32803

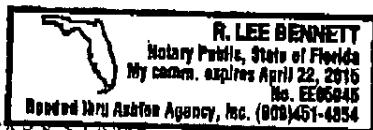
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, as approved by the Board of Directors this 9th day of March, 2012.



Craig E. Polejes, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of March, 2012, by Craig E. Polejes, as President of the Corporation.



AFFIX NOTARY STAMP



Signature of Notary Public

R. Lee Bennett

(Print Notary Name)

My Commission Expires: _____

Commission No.: _____

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced: _____

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Registered Agent for Junior Achievement of Central Florida, Inc.

Dated: March 9, 2012.



Craig E. Poljes

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