

734218

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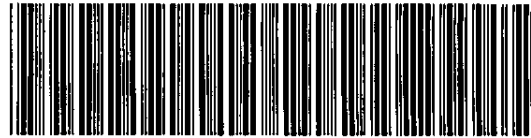
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C. LEWIS
JAN 27 2014
EXAMINER

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OF COUNSEL
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KENT MASTERSON BROWN*
MICHAEL P. FARRIS
EDWARD D. COLEMAN

* NOT ADMITTED TO D.C. BAR

January 10, 2014

VIA CERTIFIED MAIL

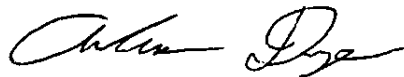
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Restated Articles of Incorporation for the American Education Finance
Association, Inc.

To Whom It May Concern:

Enclosed please find Amended and Restated Articles of Incorporation for
the American Education Finance Association, Inc. Also, please find a check
enclosed for \$43.75 to cover the \$35 fee for the restatement and the \$8.75 fee for a
certified copy to be returned to the above address with attention to Andrew Dye.
Any you have any questions do not hesitate to contact me at 202-688-3552 or be
email andrewd@wc-b.com.

Truly yours,



Andrew C. Dye

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMERICAN EDUCATION FINANCE ASSOCIATION, INC.

734218

Pursuant to Chapter 617.1007, Florida Statutes, the Articles of Incorporation of the above named Corporation are amended and restated in their entirety and the Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE FIRST: The name of the Corporation shall be:

Association for Education Finance and Policy, Inc.

ARTICLE SECOND: The principal office address of the Corporation is: 6703 Madison Creek Columbia, Missouri 65203-8415 and the mailing address of the Corporation is the same.

ARTICLE THIRD: This Corporation is organized, and shall be exclusively administered and operated to receive, administer, and expend funds for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits:

1. to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations here and after set forth, to use and apply the whole or any part of the income therefrom and the principle; thereof exclusively for educational, charitable, scientific, and literary purposes.
2. to secure and hold copyrights in plates of books, periodicals, tracts and pamphlets; to publish, print, buy, sell, and circulate literature in any or all languages and countries;
3. to purchase types, presses, paper, etc. for the purpose of printing books, pamphlets, etc. and to do all things necessary to carry on the purposes of an educational corporation;
4. to receive gifts, legacies and donations from any sources whatsoever; to make gifts and appropriations from any or all of its resources from time to time to carry out the objects and purposes of the association including payment for travel expenses and consultant fees;
5. to provide educational consulting assistance and to receive payment therefrom;
6. to perform educational studies and research; and
7. to exercise all such power and authority as may be necessary to carry out the purposes and objects above specified excepted as restricted herein.

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ARTICLE SEVENTH: The Corporation shall have members. The qualifications of the members, voting, and other rights and privileges of members shall be as set forth in the Bylaws.

ARTICLE EIGHTH: These articles may be amended in the manner provided by the statutes of Florida at the time of amendment.

ARTICLE NINTH: The Board of Directors shall have power to make, amend, and repeal the Bylaws of this Corporation by an affirmative vote of two-thirds of all the Directors present at any regular or special meeting of the Board.

ARTICLE TENTH: The names and addresses of the original incorporators of the Corporation are:

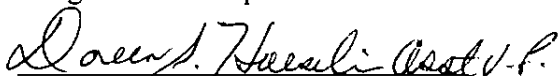
Roe L. Johns 2215 N.W. 2nd Avenue
 Gainesville, Florida 32501

William P. McLure University of Illinois
 Bureau of Educational Research
 288 Education Building
 Urbana, Illinois 61801

Dewey H. Stollar Secretary-Treasurer
 Department of Educational Admin, & Supv.
 University of Tennessee
 Knoxville, Tennessee 37916

ARTICLE ELEVENTH: The street address of the Corporation's registered office and the name of its registered agent at that address is: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent
Doreen S. Haeselin, Asst. Vice President

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ARTICLE FOURTH:

(1) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE THIRD hereof.

(2) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly, engage in any activity that would prevent it from qualifying (and continuing to qualify) as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(3) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(4) Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE THIRD hereof.

ARTICLE FIFTH: The existence of the Corporation shall be perpetual. In the event of the dissolution of the Corporation or the winding up of its affairs, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

ARTICLE SIXTH: The number of Directors shall be fixed by the Bylaws, but shall not be less than three (3). The election or appointment of Directors shall be as set forth in the Bylaws.

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TALLAHASSEE, FLORIDA

There are no members entitled to vote on the amendment(s) and restatement. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors on March 14, 2013

By: Angela M Hull
Name: Angela Hull
Title: Executive Director
Date: