

739350

Meyer + Brooks
Requester's Name
PO Box 1547
Address
Tallahassee, 818 5212
City/State/Zip Phone #

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2001 FEB 15 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. FTP-NEA (Corporation Name) (Document #)
2. FEA (Corporation Name) (Document #)
3. Foundation for Educational Achievement (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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DIVISION OF CORPORATIONS

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

C. Coulllette FEB 15 2002

Examiner's Initials

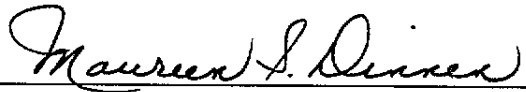
CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
THE FLORIDA TEACHING PROFESSION-NEA (FTP-NEA)
HOLDING CORP., INC.

(Charter No. 739350)

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TALLAHASSEE, FLORIDA

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 February 15, 2002.

IN WITNESS WHEREOF, Maureen Dinnen, President and Chairperson of the Board of Directors, hereby sets her hand and seal on the date indicated.



MAUREEN DINNEN
President/Chairperson of the Board of Directors

Date: 2-15-02

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 15TH day of February, 2002, by Maureen Dinnen, 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 15TH day of February, 2002.



NOTARY PUBLIC

Notary Public: RONALD G. MEYER
Printed Name

My Commission Expires:



Ronald G. Meyer
MY COMMISSION # DD031193 EXPIRES
August 18, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

RESTATED ARTICLES OF INCORPORATION

OF

THE FLORIDA TEACHING PROFESSION-NEA (FTP-NEA) HOLDING CORP., INC.

(Charter No. 739350)

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 "Florida Education Association Holding Corporation, Inc." The principal place of business is: 213 South Adams Street, Tallahassee, Florida 32301.

ARTICLE II

Purpose

The purpose of this corporation is to hold legal title to real property for the use and benefit of the Florida Education Association which shall hold equitable title thereto.

ARTICLE III

Members

The members of this corporation shall consist of those persons who serve on the Executive Cabinet of the Florida Education Association.

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ARTICLE IV

Term

This corporation shall have perpetual existence.

ARTICLE V

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 First Vice-President of the Florida Education Association. The office of Secretary/Treasurer shall be held by the person who serves as Vice-President for Financial Affairs of the Florida Education Association.

ARTICLE VI

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 members of the Executive Cabinet of the Florida Education Association.

ARTICLE VII

By-laws

The Board of Directors shall have the power, but not the duty, to adopt by-laws of this corporation, to alter, amend or repeal such by-laws or to adopt new by-laws.

ARTICLE VIII
Amendments

These Articles of Incorporation may be amended in the manner provided by law upon approval of the Board of Directors.

ARTICLE IX
Dissolution

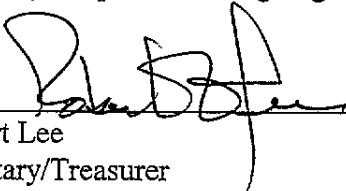
Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to a labor organization or organizations which shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(5) of the Internal Revenue Code of 1954, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an appropriate court of jurisdiction where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE X
Registered Office

In accordance with the provisions of Sections 617.0501, 617.0502 and 617.0503, Florida Statutes (2000), the registered office of the corporation shall be located at 2544 Blairstone Pines

Drive, Tallahassee, Florida 32301, and the Registered Agent shall be Ronald G. Meyer, Esquire.

IN WITNESS WHEREOF, the Board of Directors of the foregoing corporation, at a meeting held on the 15th day of February, 2002, unanimously adopted the foregoing restatement.


Robert Lee
Secretary/Treasurer

VERIFICATION

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 15th day of February, 2002, by Robert Lee, 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 15th day of February, 2002.


NOTARY PUBLIC

My Commission Expires:

Notary Public: RONALD G. MEYER
Printed Name



Ronald G. Meyer
MY COMMISSION # DD031193 EXPIRES
August 18, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

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.



RONALD G. MEYER, ESQUIRE