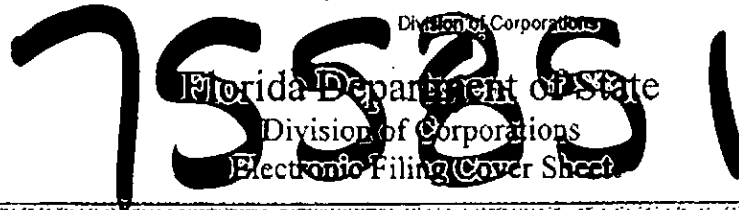


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DAVIE/COOPER CITY EDUCATIONAL FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DAVIE/COOPER CITY EDUCATIONAL FOUNDATION, INC.
FLORIDA DOCUMENT NUMBER 755851**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amended and restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: DAVIE/COOPER CITY EDUCATIONAL FOUNDATION, INC.

ARTICLE II

EXEMPT STATUS

The Corporation is formed to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or shall inure to the benefit of, its members, directors, members of the Board of Advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, 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 Internal Revenue Code of 1986, as amended, ("the Code"), or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

All reference in these Articles to Sections of the Code shall be deemed to include reference to any corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

PURPOSE

The Corporation is formed for charitable purposes within the meaning of Section 501(c) (3) of the Code to promote the advancement of education, offering educational opportunities, providing scholarships to students for post-secondary studies, and any and all related charitable purposes; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to

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amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation the By-laws of this Corporation, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provisions thereto.

ARTICLE IV
DURATION

The Corporation shall have perpetual existence, which shall commence upon issuance of the corporate charter.

ARTICLE V
PRINCIPAL OFFICE

The principal office of the Corporation is:

Davie/Cooper City Educational Foundation, Inc.
4801 S. University Dr., Suite 2030
Davie, FL 33328

ARTICLE VI
OFFICERS

The Corporation shall have at five (5) offices consisting of President, Vice President, Secretary, Treasurer and Chief Executive Officer. If permitted under the By-Laws, the Board of Directors may establish additional offices as determined necessary and appropriate by the Board of Directors, who shall be elected in the manner provided for in the By-laws. The election of the successor officers of the Corporation shall be as regulated by the By-laws of the Corporation. The following individuals shall serve as officers of the Corporation in the office that appears adjacent to their respective names and addresses:

AIMEE ZADAK
4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

PRESIDENT

DIANE GRANT

VICE PRESIDENT

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4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

NIEMAH BUTLER
4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

SECRETARY

GINA HOUGH
4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

TREASURER

CHARINUS DAVIS
4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

CHIEF EXECUTIVE OFFICER

ARTICLE VII
REGISTERED AGENT

THE REGISTERED AGENT OF THE CORPORATION IS:

CHARINUS DAVIS

THE NEW REGISTERED OFFICE ADDRESS IS:

DAVIE/COOPER CITY EDUCATIONAL FOUNDATION, INC
4801 S. UNIVERSITY DR., SUITE 2030
DAVIE, FL 33328

I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT. I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF THE POSITION.



SIGNATURE OF REGISTERED AGENT

ARTICLE VIII
BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF THREE (3) DIRECTORS, OR
SUCH HIGHER NUMBER AS MAY BE DETERMINED BY THE BOARD OF DIRECTORS, WHO SHALL BE
ELECTED IN THE MANNER PROVIDED FOR IN THE BY-LAWS. THE POWER TO ADOPT, ALTER,

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AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. THE NAMES AND ADDRESSES OF CURRENT BOARD OF DIRECTORS WHO SHALL SERVE UNTIL THE NEXT ANNUAL MEETING ARE AS FOLLOWS:

ALEXANDRA ZADAK
4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

DIRECTOR

BONNI SMITH
4801 S UNIVERSITY DRIVE
SUITE 2030
DAVIE, FL 33314

DIRECTOR

JUDY DEMPSEY
4801 S UNIVERSITY DRIVE
SUITE-2030
DAVIE, FL 33314

DIRECTOR

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ARTICLE IX

INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which shall qualify under Section 501 (c) (3) of the code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509 (A), then for the period in which the Corporation is so deemed, the corporation shall distribute its for each tax year at such time and in such manner as not be subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941 (d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any table expenditures as defined in Code Section 4945(d).

ARTICLE X
INDEMNIFICATION

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Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, member of the Board of Advisors, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, member of the Board of Advisors, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and members of the Board of Advisors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided),

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor and officer and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

Article XI

MEMBERS

The qualifications for membership, if any, in the Corporation and the manner of admission of members, if any, shall be as regulated by the By-laws of the Corporation.

ARTICLE XII

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MISCELLANEOUS

These Amended and Restated Articles of Incorporation were adopted on the 21 day of August 2019 by the Board of Directors.

There are no members or no members entitled to vote on These Amended and Restated Articles of Incorporation.

These Amended and Restated Articles of Incorporation shall be effective upon filing.

By: *Nilma R. Butler*
Print Name: Nilma R. Butler
Title: Secretary

Dated: 8/21/19

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