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Norris & Koberlein, P.A.

ATTORNEYS AT LAW
CNS NATIONAL BANK BUILDING
201 N. MARION STREET - SUITE 301
P.O. DRAWER 2349
LAKE CITY, FL 32056-2349

JOHN E. NORRIS
FREDERICK L. KOBERLEIN *
GUY W. NORRIS
LEANDRA G. JOHNSON

TEL: (804) 752-7240
FAX: (804) 752-1577
* CERTIFIED MEDIATOR

July 27, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Bobbie Cox

000002947130--1
-08/02/99--01028--003
*****8.75 *****8.75
000002947130--1
-08/02/99--01028--003
*****35.00 *****35.00

Re: Florida Alpha Educational Foundation, Inc.

Dear Ms. Cox:

Pursuant to our discussion last week, enclosed is the Application for Reinstatement and Restated Articles of Incorporation of Florida Alpha Educational Foundation, Inc., a not-for-profit corporation administratively dissolved on November 10, 1983. You previously received our firm's trust account check in the amount of \$1,216.25 representing the reinstatement fee.

The Florida Alpha Educational Foundation, Inc. corporate name is no longer available. Consequently, we have changed the corporate name to Florida Alpha Educational Foundation-PDT, Inc. which is noted within the Restated Articles of Incorporation.

We also prepared an Articles of Amendment to Articles of Incorporation of Florida Alpha Educational Foundation, Inc. to authorize the name change by the dissolved cooperation to Florida Alpha Educational Foundation-PDT, Inc. You also have our firm's check in the amount of \$35.00 for filing the Amendment to the Articles of Incorporation for the purpose of the name change. In the event that the Amendment to the Articles for name change is not required due to the Restated Articles of Incorporation noting the name change, we would appreciate your returning the filing fee for same in the previously enclosed, self-addressed, stamped envelope.

Mr. Norris GAVE
AUTHORIZATION BY PHONE TO
CORRECT add adoption
DATE 8-2-99
DOC. EXAM JP

Remove
"initial"
from Art. VI.

Restated
Articles +

NIC

S. PAYNE AUG 2 1999

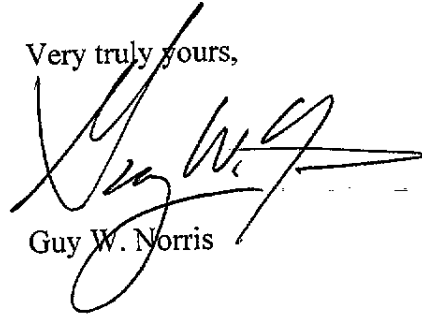
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99 AUG -2 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
July 27, 1999
Page 2

We also previously enclosed our firm's check in the amount of \$8.75, for a certified copy of the Restated Articles of Incorporation. A copy of the Restated Articles is also enclosed. Please provide us with a certified copy of the Restated Articles and return it to us in the previously enclosed, self-addressed, stamped envelope.

Should you require anything further, please do not hesitate to contact me. Thank you for your courtesy.

Very truly yours,

A handwritten signature in black ink, appearing to read "Guy W. Norris", with a long horizontal flourish extending to the right.

Guy W. Norris

GWN:mv
Enclosures

Norris & Koberlein, P.A.

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July 13, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida Alpha Educational Foundation, Inc.

Gentlepersons:

Enclosed is a Certificate of Reincorporation of Florida Alpha Educational Foundation, Inc., a not-for-profit corporation administratively dissolved on November 10, 1983. Also, enclosed is our firm's trust account check in the amount of \$1,216.25 representing the reinstatement fee.

The Florida Alpha Educational Foundation, Inc. corporate name is no longer available. Consequently, we have changed the corporate name to Florida Alpha Educational Foundation-PDT, Inc. which is noted within the Certificate of Reincorporation.

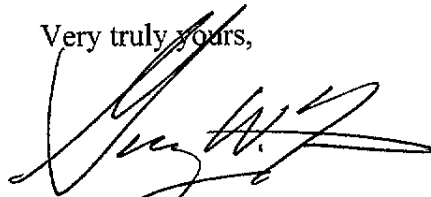
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Secretary of State
Division of Corporations
July 13, 1999
Page 2

Also, enclosed is our firm's check in the amount of \$8.75, together with a copy of the Certificate of Reincorporation. Please provide us with a certified copy of the Certificate of Reincorporation and return it to us in the enclosed, self-addressed, stamped envelope.

Should you require anything further, please do not hesitate to contact me. Thank you for your courtesy.

Very truly yours,



Guy W. Norris

GWN:mv
Enclosures

FILED

RESTATED ARTICLES OF INCORPORATION 99 AUG -2 AM 11:45

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA ALPHA EDUCATIONAL FOUNDATION, INC.
(a corporation not-for-profit)

The undersigned, hereby submits this Restated Articles of Incorporation for a not-for-profit corporation, FLORIDA ALPHA EDUCATIONAL FOUNDATION, INC., pursuant to Section 617.1007, Florida Statutes and to amend the original Articles of Incorporation to, among other things, change the corporate name upon reinstatement to comply with Section 617.041, Florida Statutes. The restated articles were adopted by the board of directors. There are no members or members entitled to vote.

ARTICLE I.

This is a nonprofit corporation organized for the purposes set forth herein pursuant to and under the provisions of Chapter 617, Florida Statutes.

ARTICLE II.

The name of this corporation upon reinstatement and adoption of these Restated Articles is:
FLORIDA ALPHA EDUCATIONAL FOUNDATION- PDT, INC.

ARTICLE III.

The corporation is reorganized and shall continue to be operated exclusively as a nonstock charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954 for the purpose of providing educational facilities, activities, grants and scholarships for undergraduate students of the University of Florida, Gainesville, Florida, who are active members of the Florida Alpha Chapter of Phi Delta Theta Fraternity, and for any and all other lawful business for which not-for-profit corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV.

This corporation is to be reinstated to continue its existence as of November 10, 1983, prior to its involuntary dissolution, and shall thereafter exist perpetually. The corporation shall have all powers conferred upon nonprofit corporations by the laws of the State of Florida.

ARTICLE V.

SECTION 1 Membership in the corporation shall be as provided herein. Persons who are interested in and are desirous of supporting the objectives of the Corporation shall be eligible to apply for membership in the Corporation by making application to any officer of the Corporation or a member of the Board of Directors. Membership requires nomination by an officer or director of the corporation and two-thirds approval by the Board of Directors.

SECTION 2 Other qualifications for membership of this corporation, the manner of their admission, and rights and obligations of members shall be governed and regulated by the bylaws of this Corporation.

ARTICLE VI.

The Corporation's principal office address and the street address of the _____ registered office of the Corporation is 201 North Marion Street, Suite 301, Lake City, Florida 32055. The name of its _____ registered agent at such address is Guy W. Norris, 201 North Marion Street, Suite 301, Lake City, Florida 32055.

ARTICLE VII.

SECTION 1. The business affairs of this Corporation shall be managed by a Board of Directors. The number of directors may be decreased or increased from time to time by the By-Laws

of the Corporation, but shall never be less than three (3) and never more than fifty (50) directors.

The Board of Directors shall consist of:

- (a) the officers
- (b) the immediate past president
- (c) general directors.

SECTION 2 The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

SECTION 3. The names and addresses of the persons who are to serve as directors for the ensuing year or until the first annual meeting of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. HYATT BROWN	Post Office Box 1712 Daytona Beach, Florida 32015
WILLIAM POE	Post Office Box 1348 Tampa, Florida 33629
DOYLE ROGERS	Post Office Box 431 West Palm Beach, Florida 33409
TOM TRIPLETT	Tom Triplett, C.P.A. 2630 N.W. 41st St. Bldg. B Gainesville, Florida 32606
GUY NORRIS	Guy Norris 201 N. Marion St. Ste. 301 Lake City, Florida 32055

SECTION 4 The officers of the foundation shall be as follows and their specific powers and duties shall be as set forth in the By-Laws:

- (a) President - J. HYATT BROWN
- (b) Secretary - TOM TRIPLETT
- (c) Treasurer - TOM TRIPLETT

ARTICLE VIII.

SECTION 1 The corporation may exercise all the powers which are now or hereafter conferred by law upon corporations not organized for pecuniary gain or profit, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law, and subject specifically to the following restrictions. Notwithstanding any other provisions of this Charter, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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. 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2 Should the corporation be dissolved, by the expiration of its Charter or otherwise, then all assets owned by the corporation shall be distributed by its Trustees to the PHI DELTA THETA FRATERNITY EDUCATIONAL FOUNDATION, OXFORD OHIO, a not-for profit corporation qualifying for exemption from Federal Income Tax under the provisions of Section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

The name and address of the incorporator making these Restated Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
GUY W. NORRIS	136 Fairway Drive Lake City, Florida 32055

ARTICLE X

SECTION 1 The Board of Directors of this corporation may provide such By-Laws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time.

SECTION 2 Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

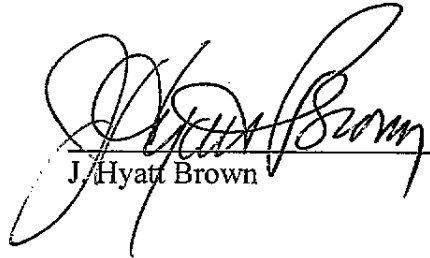
ARTICLE XI.

SECTION 1 The Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds majority vote of those present.

SECTION 2 Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

SECTION 3 No amendment may be made affecting the provisions of Article VIII.

IN WITNESS WHEREOF, the undersigned has executed this Restated Articles of
Incorporation, this 30th day of July, 1999.


J. Hyatt Brown

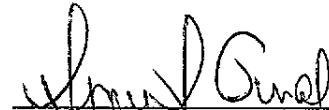
STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the
State and County named above to take acknowledgment personally appeared, J. Hyatt Brown, to me
well known to be the person described as subscriber in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 30th day of
July, 1999.



AMY A. GURAL
Notary Public, State of Florida
My Comm. Exp. Jan. 27, 2001
Comm. No. CC 616387


Notary Public
My Commission Expires:

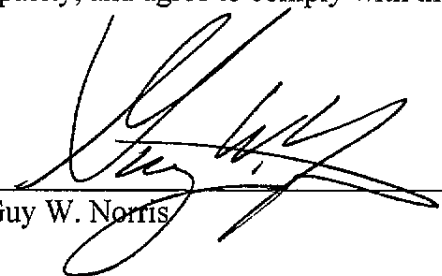
CERTIFICATE DESIGNATING PLACE OF BUSINESS,
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that FLORIDA ALPHA EDUCATIONAL FOUNDATION- PDT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Lake City, county of Columbia, Florida has named Guy W. Norris, 201 North Marion Street, Suite 301, Lake City, Florida 32055, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above styled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, relative to keeping open said office.


Guy W. Norris