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PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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September 8, 2000

FOR HAND DELIVERY

Secretary of State
The Capitol
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Amended &
Restated

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-09/11/00--01006--005
*****52.50 *****52.50

100003387581--S
-09/11/00--01006--006
*****8.75 *****8.75

Re: Amended and Restated Articles of Incorporation for JACKSONVILLE
LEARNING INSTITUTE, INC., a Florida non profit corporation

Dear Ladies and Gentlemen:

Please find enclosed herewith for filing and approval the following:

1. Executed original and one (1) copy of the Amended and Restated Articles of Incorporation for the above-named corporation.
2. The check in the amount of \$87.50 to cover the following costs: \$35 under section 617.0122(9) for filing restatement and \$52.50 under 617.0122(20) for one certified copy.

If the Department of State finds that the Amended and Restated Articles of Incorporation conform to law and that all fees have been paid as prescribed in Chapter 617, Florida Statutes, then please file the Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes, and return a certified copy of the Amended and Restated Articles of Incorporation to me by delivering to the courier.

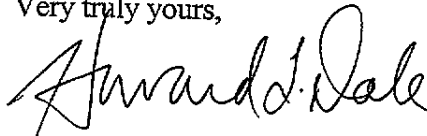
3 Certified Copies

APR
9/11/00

RECEIVED
00 SEP 11 AM 9:31
DIVISION OF CORPORATION

If I can be of any assistance in this regard, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "Howard L. Dale". The signature is written in a cursive style with a large, looped initial "H".

Howard L. Dale

HLD/

Enclosures

Cc: Dr. Janetta Norman w/ encl.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

JACKSONVILLE LEARNING INSTITUTE, INC.

FILED
00 SEP 11 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the members of JACKSONVILLE LEARNING INSTITUTE, INC., the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, and amend and restate the Articles of Incorporation dated February 25, 2000, to read in their entirety as follows:

ARTICLE I

Name of Corporation

The name of the corporation shall be JACKSONVILLE LEARNING INSTITUTE, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized for the operation of any and all lawful business.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes, and specifically to organize and carry on educational activities as a charter school under the laws of the State of Florida, Sections 228.056, et sequitur, Florida Statutes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as

an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation initially shall be ten (10) provided, however, that such number may be changed by a By-Law duly adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of the Board of Directors at which time an election of Directors shall occur. This Board shall be the School Governance Body.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of the Board of Directors and until the qualifications of the successors in office. Annual meetings of the Board of Directors shall be held on the first Thursday in December of each year or as soon thereafter as a quorum can be obtained at such place or places as the Board of Directors may designate from time to time by resolution.

The names and addresses of such members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
RONALD V. HENSON	10465 DEERFOOT LANE NORTH JACKSONVILLE, FLORIDA 32257
EDWARD HOLT	1203 EAST THIRD STREET JACKSONVILLE, FLORIDA 32206
JAMES E. HURST, JR., ED.D	4621 SUNSET LANE SOUTH JACKSONVILLE, FLORIDA 32257

MARC LITTLE	8070 WAKEFIELD AVENUE JACKSONVILLE, FLORIDA 32208
LEOLA POWELL	C/O 1880 WEST EDGEWOOD AVENUE JACKSONVILLE, FLORIDA 32208
MARY S. MERIDETH, B.S.	2367 ISLAND SHORE DRIVE SOUTH JACKSONVILLE, FLORIDA 32218
ROBERT MORGAN	8123 OAKWOOD STREET JACKSONVILLE, FLORIDA 32208
HARRIETTE JACKSON REDDICK, B.A.	4731 CASTLEWOOD DRIVE EAST JACKSONVILLE, FLORIDA 32206
ROBERT EARLY RICHARDSON, SR.	7265 SAN PEDRO ROAD JACKSONVILLE, FLORIDA 32217
TEDDY WASHINGTON	701 NORTH OCEAN STREET JACKSONVILLE, FLORIDA 32202

- B. Corporate Officers. The Board of Directors shall elect the following officers: Chairman of the Board of Directors, Vice Chairman of the Board of Directors, President, Vice-President, Secretary, Treasurer, and Executive Director and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
EDWARD HOLT (CHAIRMAN OF THE BOARD AND PRESIDENT)	1208 EAST THIRD STREET JACKSONVILLE, FLORIDA 32206
JAMES E. HURST, JR., ED.D (VICE CHAIRMAN OF THE BOARD AND VICE PRESIDENT)	4621 SUNSET LANE SOUTH JACKSONVILLE, FLORIDA 32257
ROBERT EARLY RICHARDSON, SR. (SECRETARY AND TREASURER)	7265 SAN PEDRO ROAD JACKSONVILLE, FLORIDA 32217
JANETTA G. NORMAN, ED.D. (EXECUTIVE DIRECTOR) – EX OFFICIO MEMBER OF BOARD OF DIRECTORS	1497 WEST 21 ST STREET JACKSONVILLE, FLORIDA 32209

ARTICLE VI

Earnings and Activities of the Corporation

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article IV hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, 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).

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, 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 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes. To the extent then required by § 228.056, et seq., Florida Statutes, this corporation shall be promptly dissolved whenever the charter is not renewed or terminated.

ARTICLE VIII

No Members

This corporation shall not have members.

ARTICLE IX

Incorporators

The name and residence address of the Incorporator of the corporation is JANETTA G. NORMAN, ED.D., 1497 WEST 21ST STREET, Jacksonville, FL 32209.

ARTICLE X

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the By-Laws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any directors, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent And Office

The name and address of the corporation's registered officer is JANETTA G. NORMAN, ED.D., 1497 WEST 21ST STREET, Jacksonville, FL 32209.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the Board of Directors for vote in the manner

set forth in the By-Laws of this corporation.

ARTICLE XIV

Indemnification

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

ARTICLE XV

Principal Place of Business

The principal place of business is 1497 WEST 21ST STREET, Jacksonville, FL 32209.

The undersigned, being all of the members of the initial Board of Directors and the Incorporator of this corporation, for the purposes of forming this non-profit corporation under the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation, as of this 1st day of AUGUST, 2000, and confirm that all corporate action has been taken to approve, ratify and confirm these Amended and Restated Articles of Incorporation. These Amended and Restated Articles were adopted by the members on August 1, 2000. The number of votes cast were sufficient for approval.

Janetta G. Norman (SEAL)
JANETTA G. NORMAN, EXECUTIVE
DIRECTOR, INCORPORATOR

Leola P. Powell (SEAL)
LEOLA POWELL

Edward W. Holt (SEAL)
EDWARD HOLT

James E. Hurst, Jr. (SEAL)
JAMES E. HURST, JR.

Ronald V. Henson (SEAL)
RONALD V. HENSON

Marc Little (SEAL)
MARC LITTLE

Teddy Washington (SEAL)
TEDDY WASHINGTON

Mary S. Merideth (SEAL)
MARY S. MERIDETH

Robert Morgan (SEAL)
ROBERT MORGAN

Harriette Jackson Reddick (SEAL)
HARRIETTE JACKSON REDDICK

Robert E. Richardson SR (SEAL)
ROBERT EARLY RICHARDSON, SR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, JANETTA G. NORMAN, who, after first being duly sworn, deposes and says that she is the person described in the foregoing Amended and Restated Articles of Incorporation as the Incorporator and she subscribed to the Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 1st day of August, 2000.

Rachel Priester
Notary Public, State of Florida
at Large
My commission expires: 12-26-03

 personally known to me
X produced driver's license as identification

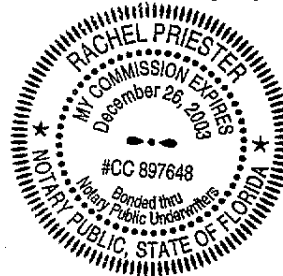


STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by EDWARD HOLT
this 1st day of August, 2000.

Rachel Priester
Notary Public, State of Florida
at Large
My commission expires: 12-26-03

___ personally known to me
X produced driver's license as identification

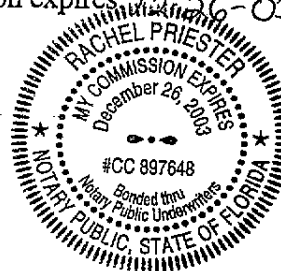


STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by JAMES E.
HURST, JR., this 1st day of August, 2000.

Rachel Priester
Notary Public, State of Florida
at Large
My commission expires: 12-26-03

___ personally known to me
X produced driver's license as identification



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by RONALD V. HENSON this 1st day of August, 2000.

Rachel Priester

Notary Public, State of Florida
at Large

My commission expires: 12-26-03

 personally known to me
X produced driver's license as identification



STATE OF FLORIDA
COUNTY OF DUVAL

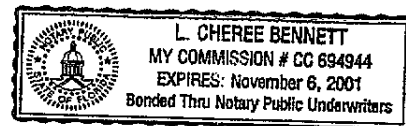
The foregoing instrument was sworn to and acknowledged before me by MARC LITTLE this 9th day of August, 2000.

L. Cheree Bennett

Notary Public, State of Florida
at Large


My commission expires: 11-6-01

 personally known to me
✓ produced driver's license as identification



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by TEDDY WASHINGTON this 1st day of August, 2000.




Notary Public, State of Florida
at Large
My commission expires: 12-26-03

____ personally known to me
☒ produced driver's ID card as identification



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by MARY S. MERIDETH this 1st day of August, 2000.



Notary Public, State of Florida
at Large
My commission expires: 12-26-03

____ personally known to me
☒ produced driver's license as identification



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by ROBERT MORGAN this 1st day of August, 2000.

Rachel Priester
Notary Public, State of Florida

at Large

My commission expires: 12-26-03

 personally known to me
☒ produced driver's license as identification



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by HARRIETTE JACKSON REDDICK this 1st day of August, 2000.

Rachel Priester
Notary Public, State of Florida

at Large

My commission expires: 12-26-03

 personally known to me
☒ produced driver's license as identification



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me by ROBERT EARLY
RICHARDSON, SR., this 1st day of August, 2000.

Rachel Priester

Notary Public, State of Florida
at Large

My commission expires: 12-26-03

 personally known to me

x produced driver's license as identification



The foregoing instrument was sworn to and acknowledged before me by LEOLA POWELL
this 1st day of August, 2000.

X personally known to me
X produced driver's license as identification

