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BASIC AMENDMENT

PALM BEACH COUNTY EDUCATION COMMISSION, INCORPORATED

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

PALM BEACH COUNTY EDUCATION COMMISSION, INCORPORATED

In accordance with Sections 617.1006 and 617.1007, Florida Statutes, the undersigned Chairman of PALM BEACH COUNTY EDUCATION COMMISSION, INCORPORATED, a Florida corporation not for profit (the "Corporation"), pursuant to a unanimous written consent of the Board of Directors wherein a resolution was adopted amending the Articles of Incorporation by deleting in their entirety Article I through and including Article VII, inclusive, and inserting in their place Article I through XII, inclusive, as set forth below, and does hereby further restate in their entirety the Articles of Incorporation of the Corporation which were originally filed with and accepted by the Florida Department of State on May 15, 2001, to read as follows:

"ARTICLE I - NAME.

The name of this corporation shall be PALM BEACH COUNTY EDUCATION COMMISSION, INCORPORATED.

ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and initial mailing address of this corporation shall be 1800 N. Dixie Highway, Boca Raton, FL 33432-1892.

ARTICLE III - PURPOSE.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Within the scope of the foregoing sentence, this corporation will serve as a community focal point where a full spectrum of education issues (early childhood through adult) facing Palm Beach County citizens will be studied and discussed. This corporation will seek to develop effective solutions that leverage all available resources to meet agreed upon educational goals for Palm Beach County, with an emphasis on preparing all students with the skills and knowledge to successfully transition into the workforce.

ARTICLE IV - MEMBERSHIP

This corporation shall have one (1) or more members and the number, rights, duties and obligations of the members shall be as stated in the by-laws.

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ARTICLE V - DIRECTORS

The number of persons constituting the Board of Directors and the manner of election of the directors shall be as stated in the by-laws.

ARTICLE VI - BY-LAWS

The initial by-laws of the corporation shall be adopted by a majority vote of the entire Board of Directors and may be modified, amended, rescinded or repealed as stated in the by-laws.

ARTICLE VII - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors.

ARTICLE VIII - NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II hereof.

ARTICLE IX - PROHIBITION OF CERTAIN ACTIVITIES

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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X - DISSOLUTION

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this

corporation, distribute the remaining assets of this corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution.

ARTICLE XI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is William E. Pruitt, Suite 5, 3030 S. Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE XII - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is M. J. Mike Arts, 1801 N. Dixie Highway, Boca Raton, FL 33432-1892."

The amendments to and the restatement of the Articles of Incorporation as set forth above in this Amended and Restated Articles of Incorporation were approved by all of the members of the Board of Directors by a written consent dated as of the 13th day of August, 2001. No approval of the members of this corporation is needed in order to amend and restate the Articles of Incorporation of this corporation. Such approval of the Amendments to and Restatement of the Articles of Incorporation of this corporation by the unanimous written consent of all members of the Board of Directors was sufficient for the approval and adoption of the Amendments and Restatement of the Articles of Incorporation as contained herein.

IN WITNESS WHEREOF, the undersigned Chairman of this Corporation has executed these Amended and Restated Articles of Incorporation this 13 day of August, 2001.

WITNESSES

PALM BEACH COUNTY EDUCATION
COMMISSION, INCORPORATED

By:

M. J. Mike Arts, Chairman
M. J. Mike Arts, Chairman