

NO1000008720

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

4/22/02 *[Signature]*

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Amend

1.) *PARAnet Education Programs, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

100005312791--5
-04/22/02--01023--025
*****35.00 *****35.00

3.)
(CORPORATE NAME & DOCUMENT #)

100005312791--5
-04/22/02--01023--026
*****8.75 *****8.75

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*ReStated
HRT*

*SP
4/24/02*

FILED
02 APR 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32303
DIVISION OF COMMUNICATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 2002

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: PARENT EDUCATION PROGRAMS, INC.
Ref. Number: N01000008720

certified
4/24/02

We have received your document for PARENT EDUCATION PROGRAMS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please entitle your document Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 502A00023852

**RESTATED ARTICLES OF INCORPORATION
OF PARENT EDUCATION PROGRAMS, INC.**

These restated articles were adopted by the Board of Directors in an unanimous vote, on April 17, 2002. There are no members.

ARTICLE 1

NAME/REGISTERED OFFICE

The name of this corporation shall be Parent Education Program, Inc. located at 1533 North Ridge Lake Circle, Longwood, Florida 32750.

ARTICLE II

PURPOSE

This corporation is organized exclusively for educational purposes, more specifically to Parent Training. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income of principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distribute to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publicatioCode of 1986, as now enacted or hereafter amended. All funds, whether income of principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (A) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (B) by an organization, contributions to which are deductible under section 170(c) 2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the Corporation's By Laws. No director shall have any right, title, or interest in or to any property of the Corporation.

The number of directors constituting the Board of Directors is 4, their names and addresses being as follows;

Name Elaine C. Ray
Address 1533 Northridge Lake Circle, Longwood, Florida 32750

Name Penny B. O'Connell
Address 1893 Pine Bay Drive, Lake Mary, Florida 32746

Name Rachel Hazen Hale
Address 540 Tall Oaks Terrace, Longwood, Florida 32750

Name Marie Gregory
Address 536 Tall Oaks Terrace, Longwood, Florida 325750

ARTICLE VI

PERSONAL LIABILITY

No (member) officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 such assets not disposed of by the District Court of the county in the which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

INCORPORATOR (S)

The incorporator (s) of this corporation is/are: Elaine Ray

The undersigned incorporator(s) certify (ies) that she/he/they execute (s) these articles for the purposes herein stated.

Signature

Date

Elaine C. Ray
PRESIDENT

3-25-02