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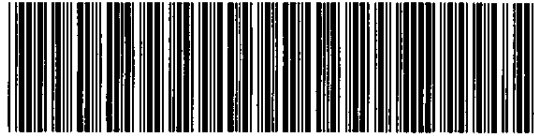
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09 FEB 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended Restated/NE
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2/27



RECEIVED
DEPARTMENT OF STATE

09 FEB 25 PM 1:31

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 25, 2008

STRAYHORN & STRAYHORN, P.L.
% RICHARD W. PRINGLE
P.O. BOX 1545
FORT MYERS, FL 33902-1545

SUBJECT: MOORE HAVEN HIGH SCHOOL SCHOLARSHIP FOUNDATION,
INC.

Ref. Number: W08000009738

We have received your document for MOORE HAVEN HIGH SCHOOL SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document was previously filed on March 19, 2002.

Please contact our office about a refund.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
New Filing Section

Letter Number: 108A00011614

STRAYHORN & STRAYHORN, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
E. Bruce Strayhorn, P.L.
Richard W. Pringle, P.A.

Reply to:
Richard W. Pringle
P. O. Box 1545
Fort Myers, FL 33902-1545

Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

February 23, 2009

VIA FEDERAL EXPRESS OVERNIGHT

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

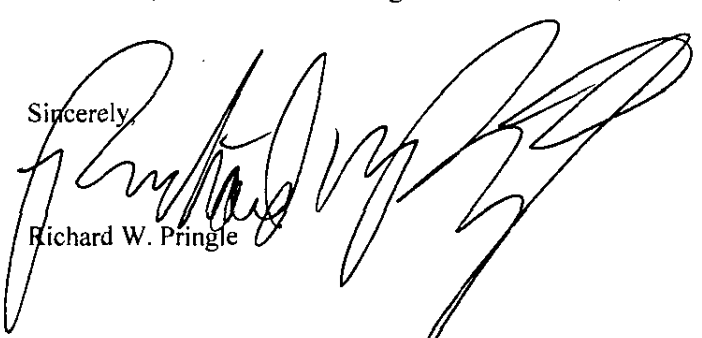
RE: Amended and Restated Articles of Incorporation-Moore Haven High School Scholarship
Organization, Inc.-Reference Number: W08000009738

Dear Sir or Madam:

On or about February 25, 2009, you returned Articles of Incorporation for Moore Haven High School Scholarship Foundation, Inc.; however, you retained the filing fee in the amount of \$78.75, which was paid by Check Number 7955, dated February 14, 2008. Subsequent to our receipt of your correspondence dated February 25, 2009, a copy of which is enclosed, we proceeded to prepare Amended and Restated Articles of Incorporation for Moore Haven High School Scholarship Foundation, Inc. The original Amended and Restated Articles for Moore Haven High School Scholarship Organization, Inc., are enclosed herein. Please note that one of the amendments to the Articles of Incorporation is a name change from Moore Haven High School Scholarship Foundation, Inc., to Moore Haven High School Scholarship Organization, Inc.

With this correspondence, I respectfully request that you file the enclosed Amended and Restated Articles of Incorporation and that you use the filing fee I have previously paid in the amount of \$78.75 as the filing fee for the Amended and Restated Articles of Incorporation enclosed herein. If additional action is required on my part, please advise. Once the enclosed Amended and Restated Articles of Incorporation are filed, I respectfully request that you return same to me, Mr. Richard W. Pringle at P.O. Box 1545, Fort Myers, Florida 33902-1545.

Sincerely,


Richard W. Pringle

RWP/nlp
2006187

Enclosures: Amended and Restated Articles of Incorporation (Original)
Division of Corporations Correspondence dated February 25, 2009 (Copy)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

MOORE HAVEN HIGH SCHOOL SCHOLARSHIP FOUNDATION, INC.
(A Corporation Not-for-Profit)

FILED
09 FEB 25 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby amends and restates the Articles of Incorporation.

The Articles of Incorporation for MOORE HAVEN HIGH SCHOOL SCHOLARSHIP FOUNDATION, INC. shall be deleted in their entirety and restated as follows:

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be:

MOORE HAVEN HIGH SCHOOL SCHOLARSHIP ORGANIZATION, INC.

The address of the principal office of this corporation shall be 400 S.W. 10th Street, Moore Haven, Florida 33471, and the mailing address of the corporation shall be Post Office Box 459, Moore Haven, Florida 33471.

**ARTICLE II
PURPOSE**

This corporation is organized and shall be operated exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to accumulate and distribute funds for educational scholarships to Glades County residents, especially through contributions by members of the public in Glades County, Florida, and to do any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

ARTICLE III

POWERS

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article II above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, or encumber, any such property; and exercise any and all other powers that are consistent with the foregoing purposes and that are afforded to this corporation under Chapter 617 of the Florida Statutes.

ARTICLE IV

RESTRICTIONS

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article IV shall govern the activities of this corporation. This corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nothing contained herein shall prevent this corporation from paying the corporate officers and employees wages/compensation for their work on behalf of the corporation.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE V

The street address of the initial registered office of the corporation shall be 400 S.W. 10th Street, Moore Haven, Florida 33471, and the name of the initial registered agent of the corporation at that address Jeanette Peeples.

ARTICLE VI

This corporation shall begin existence on the day of initial filing and shall continue into perpetuity, or until dissolved in a manner provided by law.

ARTICLE VII MEMBERSHIP

At all times the members of the Corporation shall be all of the members of the Board of Directors; however, there shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation. The members of the Corporation have never had separate membership voting rights on any matter including this Amendment of the Articles of Incorporation.

ARTICLE VIII BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be vested in and managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have not less than three (3) members and not more than fifteen (15) members of its Board of Directors. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and

place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

The names and addresses of the initial members of the Board of Directors are:

Wayne Aldrich	62620 Frontier Circle LaBelle, Florida 33935
David Chapman	765 E. State Road, Lakeport Moore Haven, Florida 33471
Paul Beck	360 Alligator Road, Lakeport Moore Haven, Florida 33471
Jeanette Peebles	8985 N. Wayman Road Moore Haven, Florida 33471
Larry Luckey	20300 Marshall Field Road LaBelle, Florida 33935
Joe Flint	P.O. Box 4004 Moore Haven, Florida 33471
John Huysman	P.O. Box 1032 Moore Haven, Florida 33471
Ellen Geake	8230 Caloosahatchee Drive, S.W. Moore Haven, Florida 33471
Don McCardel	26415 Loblolly Bay Road LaBelle, Florida 33935
Carl Perry	950 Western Drive Moore Haven, Florida 33471

ARTICLE IX

NO PERSONAL LIABILITY

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

ARTICLE X
CAPITAL STOCK

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI
BYLAWS

The By-Laws of this corporation shall be proposed by the Board of Directors and adopted by the Board of Directors. Amendments to the By-laws shall require the approval of a super majority vote (67%) of all of the members of the Board of Directors of this corporation to be effective.

ARTICLE XII
DISSOLUTION

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined: (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

ARTICLE XIII
MANAGEMENT

The names of the officers who have managed and who shall continue to manage all of the affairs of this corporation until the next election of officers are as follows:

President/Chairman	Wayne Aldrich
Vice-President/Vice-Chairman	Larry Luckey
Treasurer	Jeanette Peeples
Secretary	Jeanette Peeples

IN WITNESS WHEREOF, the undersigned, as the current elected president of MOORE HAVEN HIGH SCHOOL SCHOLARSHIP ORGANIZATION, INC., has executed these Amended and Restated Articles of Incorporation this 14 day of July, 2008, pursuant to the authority granted by a duly adopted Resolution of the Board of Directors to amend and restate the Articles of Incorporation as provided herein above as a result of the members of the corporation not having any separate voting authority or powers.

Wayne Aldrich
Wayne Aldrich, President/Chairman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Jeanette Peeples, an individual residing in the State of Florida, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

By: Jeanette Peeples
Jeanette Peeples, Registered Agent