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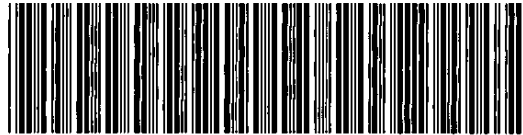
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09/21/06--01004--006 **8.75

FILED
06 SEP 19 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles
sf



Date: September 13, 2006

To: State of Florida
Division of Corporations

From: Michelle Suran 
Engines for Education, Inc. 03-0436793

Re: Certified Copy of Restated Articles of Incorporation

Enclosed are 2 copies of Restated Articles of Incorporation on behalf of Engines for Education, Inc. We appreciate your assistance with processing this document. Upon completion of the process, would you please return a certified copy to me using the enclosed pre-addressed and stamped envelope?

If you have any additional questions, please contact me at 847.830.9562 or mcsuran@comcast.net.

Thank you for your assistance.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2006

MICHELLE SURAN
5039 ELM
SKOKIE, IL 60077

Tel #
847-830-9562

SUBJECT: ENGINES FOR EDUCATION, INC.
Ref. Number: N02000003233

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 906A00055391

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06 SEP 19 AM 8:00

DIVISION OF CORPORATIONS

enclosed check # 4907
to process

enclosed check # 4906
to process

Please send copy
of certified copy
to Michelle Suran
as noted above.

**RESTATED ARTICLES OF INCORPORATION
OF
ENGINES FOR EDUCATION, INC.**

FILED
06 SEP 19 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Not-For-Profit Corporation

The undersigned, desiring to form a charitable corporation under the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, do hereby certify:

ARTICLE I - NAME

The name of the corporation is ENGINES FOR EDUCATION, INC.

ARTICLE II - EFFECTIVE DATE AND DURATION

The corporation began existence as of the date of filing with the Secretary of State of Florida on April 30, 2002 and shall continue perpetually unless dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE AND REGISTERED AGENT

The initial Registered Office of this corporation shall be located at 3784 SE Old St Lucie Boulevard, Stuart, Florida, 34996, and the name of the initial Registered Agent shall be Roger C. Schank.

ARTICLE IV – PURPOSE

(A) This corporation is organized exclusively for charitable, 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 corresponding section of any future federal tax code. In furtherance of this purpose, this corporation may transact any and all business lawful for a not-for-profit corporation. All of the assets of the corporation shall be used exclusively for the purposes set forth above, and in no event shall the corporation be operated for other than charitable, educational or scientific purposes.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be, distributable to, its members, 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 Paragraph (A) of this Article. No substantial part of the activities of this 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 distributing of statements) any political campaign on behalf of a candidate for 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE V – MEMBERSHIP

Membership in this corporation shall be limited to: persons named in these Articles of Incorporation as the Subscribers or Directors; the Directors of the corporation as elected from time to time by two-thirds vote; and those persons who manifest an interest in the purposes set forth in Article III of these Articles, and who meet the criteria for membership set by the Board of Directors.

ARTICLE VI – NAMES OF SUBSCRIBERS

The names and addresses of those persons subscribing to these Articles of Incorporation of the corporation are as follows:

NAME

ADDRESS

Roger C. Schank

3784 SE Old St Lucie Boulevard
Stuart FL 34996

ARTICLE VII – BOARD OF DIRECTORS

The names and addressed of the persons who shall constitute the initial Board of Directors of the corporation and who shall serve until their successors are nominated and appointed as provided in the By-Laws are:

NAME**ADDRESS**

Roger C. Schank (D)

3784 SE Old St Lucie Boulevard
Stuart FL 34996

Michael McGarry (D)

1330 Jackson Avenue
River Forest, IL 60305

Michelle Suran (D)

5038 Elm Street
Skokie, IL 60077**ARTICLE VIII – BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a Board of Directors consisting of those individuals willing to take an active part in the operation of the corporation to serve public interests. The names and addresses of the persons who shall constitute the initial Board of Directors of the corporation and who shall serve until their successors are nominated and appointed as provided in the By-Laws are:

NAME**ADDRESS**

Roger C. Schank (D)

3784 SE Old St Lucie Boulevard
Stuart FL 34996

Michael McGarry (D)

1330 Jackson Avenue
River Forest, IL 60305

Michelle Suran (D)

5038 Elm Street
Skokie, IL 60077

ARTICLE IX - BYLAWS

The Directors of the corporation shall have the right to make and adopt such By-Laws as they shall deem proper and advisable, and such By-Laws shall be made, altered or rescinded upon a seventy-five (75%) percent vote of the entire Board of Directors present and voting, at any regular or special meeting of the corporation called for that purpose.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and such amendments shall be approved by a seventy-five (75%) percent vote of the entire Board of Directors.

ARTICLE XI – DISSOLUTION

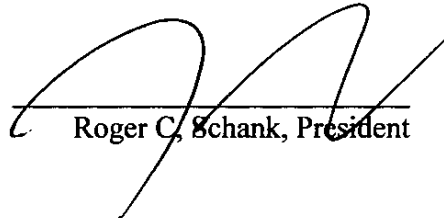
Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Engines for Education, Inc. Should that corporation not then qualify under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, the assets shall be distributed to organizations which so qualify, or to the Federal government, or to a State or local government, for a public purpose. None of the assets will be distributed to any member, officer or director of this corporation. Any assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations of

organizations as said Court shall determine, which are organized and operated exclusively for such charitable purposes.

ARTICLE XII - CONFLICT OF INTEREST

Any director, officer or key employee who has an interest in a contract or other transaction presented to the board or a committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his interest to the board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and materials facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exist or can be reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee of the board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon, the abstention from voting and participation, and whether a quorum was present.

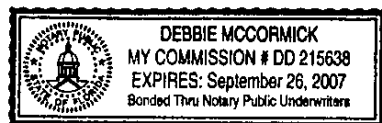
IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, do hereby make and file these Restated Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and hereunto have set their hands and seals on the 12 day of September, 2006.

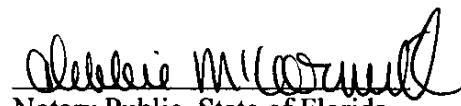

Roger C. Schank, President

STATE OF FLORIDA

COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared Roger C. Schank, President of Engines for Education, Inc. to me well known and known to me to be the individual described in and who executed the foregoing Restated Articles of Incorporation, and acknowledged before me that Roger C. Schank executed the same for the purposes therein expressed.




Notary Public, State of Florida
My Commission Expires:

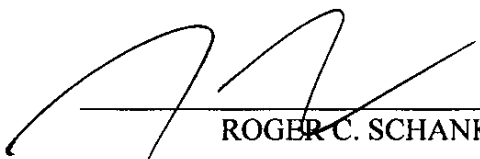
CERTIFICATE

STATE OF FLORIDA

COUNTY OF MARTIN

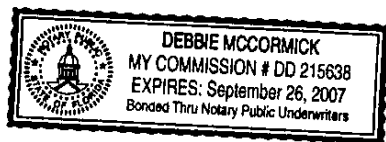
I, ROGER C. SCHANK, hereby certify that the foregoing is a true and correct copy
of the ~~Reinstated~~ ^{Restated} Articles of Incorporation adopted by the Board of Directors and it
does not contain any amendments requiring ~~board~~ ^{member} approval.

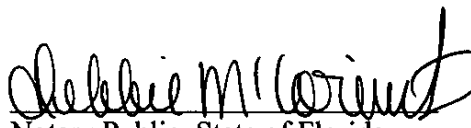
DATED this 12 day of September, 2006.



ROGER C. SCHANK

IN WITNESS WHEREOF, I set my hand and seal this 12 day of September
2006.





Notary Public, State of Florida
My Commission Expires: _____