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**BASIC AMENDMENT**

**FISHER ISLAND DAY SCHOOL, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 26, 2003

FISHER ISLAND DAY SCHOOL, INC.  
7714 FISHER ISLAND DRIVE  
FISHER ISLAND, FL 33109

SUBJECT: FISHER ISLAND DAY SCHOOL, INC.  
REF: N02000007588

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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 word "initial" or "First" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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

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) 245-6880.

Karen Gibson  
Document Specialist

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**FISHER ISLAND DAY SCHOOL, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under the Florida Not for Profit Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I: NAME**

The name of this Corporation is: FISHER ISLAND DAY SCHOOL, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the principal office is:

2 Fisher Island Drive  
Fisher Island, FL 33109

The mailing address of this Corporation is:

2 Fisher Island Drive  
Fisher Island, FL 33109

**ARTICLE III: PURPOSE**

The Corporation shall at all times be operated exclusively for educational and charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (or any future corresponding section of the Internal Revenue Code).

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors 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 this Article III.

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Subject to the foregoing, the Corporation shall otherwise exercise powers which a corporation not for profit may legally exercise under the laws of the State of Florida provided that it is not inconsistent with the Corporation's not for profit status under 5501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (or any future corresponding section of the Internal Revenue Code).

#### **ARTICLE IV: ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the By-Laws.

#### **ARTICLE V: REGISTERED AGENT AND ADDRESS**

The name and street address of the registered agent of the Corporation is:

Harold L. Lewis, Esq.  
One Biscayne Tower, Suite 2400  
Two South Biscayne Blvd.  
Miami, Florida 33131

#### **ARTICLE VI: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Harold L. Lewis, Esq.  
One Biscayne Tower, Suite 2400  
Two Biscayne South Biscayne Blvd.  
Miami, Florida 33131

#### **ARTICLE VII: OFFICERS**

The affairs of the Corporation shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Corporation in accordance with the By-Laws and shall serve in accordance with the By-Laws. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

*President:*

Michael Pearce

*Address:*

2036 Fisher Island Drive

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Fisher Island, FL 33109

*Vice President:*

*Address:*

Robert Potamkin

7714 Fisher Island Drive  
Fisher Island, FL 33109

*Secretary/ Treasurer:*

*Address:*

Mariana Garfunkel

7782 Fisher Island Drive  
Fisher Island, FL 33109

**ARTICLE VIII: DIRECTORS**

The property, business and affairs of the Corporation shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Corporation.

Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Michael Pearce

2036 Fisher Island Drive  
Fisher Island, FL 33109

Robert Potamkin

7714 Fisher Island Drive  
Fisher Island, FL 33109

Mariana Garfunkel

7782 Fisher Island Drive  
Fisher Island, FL 33109

**ARTICLE X: NO PERSONAL LIABILITY**

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No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

#### **ARTICLE XI: INDEMNITY**

The Corporation shall indemnify and hold harmless each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he or she may be involved, by reason of his or her being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under the By-Laws or otherwise, and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such persons.

#### **ARTICLE XII: 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 shall be disposed of by the Court of Common Pleas (or equivalent forum as may be located in the county) of the county in 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.

These Amended and Restated Articles of Incorporation shall replace the original Articles of Incorporation for the Corporation dated October 3, 2002, and shall herewith be in full force and effect.

These Amended and Restated Articles of Incorporation shall be effective as of this 31 day of March, 2003.

  
Michael Pearce, President

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

The Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: FISHER ISLAND DAY SCHOOL, INC.
2. The name and address of the registered agent and office is:

Harold L. Lewis, Esq.  
 One Biscayne Tower, Suite 2400  
 Two South Biscayne Blvd.  
 Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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Harold L. Lewis, Esq.

Dated: March 31, 2003

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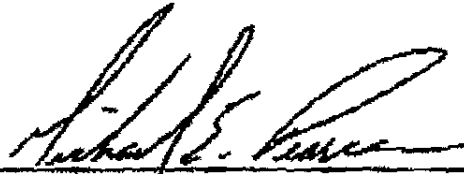
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**CERTIFICATE OF ADOPTION**

**THIS CERTIFICATE hereby certifies that the attached Amended and Restated Articles of Incorporation for Fisher Island Day School, Inc., a Florida not-for-profit corporation, have been adopted by the Board of Directors of the corporation and do not contain any amendments requiring member approval.**



**Michael Pearce, as President**

**Dated: March 31, 2003**

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