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Division of Corporations

ROGERS TOWERS

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N04000005574

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SMARTER THAN THAT, INC

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[Signature]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 5, 2004

SMARTER THAN THAT, INC
2100 CORPORATE SQUARE BLVD.
200
JACKSONVILLE, FL 32216US

SUBJECT: SMARTER THAN THAT, INC
REF: N04000005574

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**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
SMARTER THAN THAT, INC**

Pursuant to the provisions of Section 617.1002, Florida Statutes, SMARTER THAN THAT, INC, a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on the 4th day of August, 2004.
3. There are no members entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned officer of Smarter Than That, Inc. hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on the 4th day of August, 2004.

SMARTER THAN THAT, INC

By: _____

Vicki Nittinger
Vicki Nittinger, President

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TALLAHASSEE, FLORIDA

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EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SMARTER THAN THAT OF FLORIDA, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I

NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of this corporation shall be: SMARTER THAN THAT OF FLORIDA, INC. (the "Corporation").
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The mailing address of the Corporation is located at 2100 Corporate Square Boulevard, Suite 200, Jacksonville, Florida 32216, or at such other address as may be determined by the Board of Directors.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law. Without limiting the generality of the foregoing, the Corporation will seek to educate children in kindergarten through fifth grade on moral values and sound judgment to avoid drugs, tobacco, and alcohol, to stay in school, and to obey authority figures.
- (b) This Corporation is organized and shall be operated exclusively for the promotion of charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law.
- (c) Notwithstanding any other provision of these Articles of Incorporation:
 - (i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

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(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, as determined by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III POWERS OF THE CORPORATION

The Corporation shall have the general power to do all lawful acts, as conferred upon not for profit corporations by Section 617.302, Florida Statutes, including all those things necessary or expedient in the prosecution of all of the purposes of the Corporation which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

ARTICLE IV MEMBERSHIP

The Corporation shall have no members.

ARTICLE V DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

(b) The directors shall serve without compensation.

(c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of

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the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

(d) The names and addresses of the members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

Vicki Nittinger	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216
David Iselborn	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216
Rose Sarkees	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216
Teresa Dixon	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216
Shirley Cooper	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216
June Keel	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216
Evelyn Scott	2100 Corporate Square Boulevard, Suite 200 Jacksonville, Florida 32216

ARTICLE VI BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VII LIMITATIONS ON CORPORATE POWER

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

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(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IX
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors from time to time.