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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HENRY MITCHELL ELEMENTARY FOUNDATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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These Amended and Restated Articles of Incorporation of Henry Mitchell Elementary Foundation, Inc., a Florida not for profit corporation (the "Foundation"), dated as of February 2, 2017, are being duly executed and filed by Clay Witherspoon, its president, to amend and restate the Foundation's original Articles of Incorporation, which were filed on October 1, 2004. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007, Florida Statutes.

ARTICLE I

Name

The name of the Foundation is Henry Mitchell Elementary Foundation, Inc., a Florida not for profit corporation.

ARTICLE II

Commencement Of Corporate Existence

The Foundation came into existence as of the date of filing the original Articles of Incorporation with the Florida Secretary of State on October 1, 2004.

ARTICLE III

Principal Office

The street address and the mailing address of the principal office of the Foundation is 205 South Bungalow Park Avenue, Tampa, Florida 33609.

ARTICLE IV

Purpose

The Foundation has been formed for the purpose of receiving donations and grants of money or property of any kind or value and disbursing those funds and/or otherwise acting in any manner designed to preserve and record the history of Henry Mitchell Elementary School, promote public education, support the curriculum of Henry Mitchell Elementary School, beautify Henry Mitchell Elementary School and its grounds, support the faculty and Parent/Teacher Association ("PTA") of Henry Mitchell Elementary School in their effort to provide the best possible educational experience for Henry Mitchell Elementary School, and advance any other lawful purpose.

ARTICLE V

Registered Agent and Registered Office

The current Registered Agent of the Foundation is Bradley E. Norbom, and the address of the current Registered Office of the Foundation is 205 South Bungalow Park Avenue, Tampa, Florida 33609.

ARTICLE VI

Incorporator

The incorporator was James J. Evangelista, Esquire whose current address is 1801 N. Highland Ave., Tampa, Florida 33602.

ARTICLE VII

Corporate Powers

The Foundation shall have all the powers granted not for profit corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the

Foundation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986, as amended, under which the Foundation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE VIII

Existence

The existence of the Foundation shall be perpetual.

ARTICLE IX

Dissolution

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or to any governmental or other entities with purposes similar to the Foundation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Foundation's principal office is located, pursuant to the procedures for judicial dissolution under Section 617.1431, Florida Statutes.

ARTICLE X

Income and Distribution

No part of the income of the Foundation shall inure to the benefit of any director or officer of the Foundation or any private individual and no director or officer of the

Foundation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation.

ARTICLE XI

Limitations On Activities

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Foundation 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) of the Internal Revenue Code.

ARTICLE XII

Directors


The manner in which directors are to be elected or appointed shall be as set forth in the bylaws of the Foundation. The number of directors may be increased or decreased in the manner provided in the bylaws of the Foundation, but the Foundation shall always have at least three (3) directors.

CERTIFICATE

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Henry Mitchell Elementary Foundation, Inc. (1) were approved by the directors on February 2, 2017, because the Foundation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 2nd day of February, 2017.

HENRY MITCHELL ELEMENTARY FOUNDATION,
INC.

By: 
Name: Clay Witherspoon
Title: President