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Page 1 of 1

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## BASIC AMENDMENT

## THE SHIRE ACADEMY CORPORATION

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**DOCUMENT(S) BEING SENT:**

Amended and Restated Articles of Incorporation for The Shire Academy Corporation

**COMMENTS FROM SENDER:**

Per our telephone discussion this morning, please call me at my direct number if there are any difficulties with this filing.

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December 6, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE SHIRE ACADEMY CORPORATION  
5337 BINNACLE CT  
WINTER PARK, FL 32792US

SUBJECT: THE SHIRE ACADEMY CORPORATION  
REF: N05000003007

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

October 14, 2005

AKERMAN SENTERFIT

THE SHIRE ACADEMY CORPORATION  
5337 PINNACLE CT  
WINTER PARK, FL 32792US

DEC 06 2005

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SUBJECT: THE SHIRE ACADEMY CORPORATION  
REF: N05000003007

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

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Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**FILED**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE SHIRE ACADEMY CORPORATION**

05 DEC 14 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Amended and Restated Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**  
**Name and Principal Office**

The name of this corporation shall be The Shire Academy Corporation (the "**Corporation**"). Its initial office and mailing address shall be 5337 Binnacle Court, Winter Park, FL 32792-9203, which office location may be changed or supplemented by the Board from time to time.

**ARTICLE II**  
**Term**

This Corporation commenced corporate existence on March 22, 2005, and shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE III**  
**Purpose**

The purposes for which this Corporation is organized are exclusively scientific, educational, and charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "**Code**"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

- A. Educating children with Tourette Syndrome and related conditions, and their siblings and friends
- B. Providing occupational, speech, physical and behavior therapies, physical education, respite care and new innovative therapies and teaching techniques for children with Tourette Syndrome and related conditions;
- C. Providing support groups and education for parents of children with Tourette Syndrome and related conditions and educating the community regarding Tourette Syndrome;
- D. Raising, receiving, maintaining, distributing and administering funds for the purposes listed above; and

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E. Conducting any and all lawful activities which may be necessary or useful in accomplishing the foregoing purposes;

F. Exercising all powers conferred on a corporation organized under the Florida Not-For-Profit Corporation Act as currently in effect and as may be amended, and all such other powers as are permitted by applicable law.

#### **ARTICLE IV**

##### **Members**

The Corporation shall be organized on a non-stock basis and shall have no members.

#### **ARTICLE V**

##### **Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is 5337 Binnacle Court, Winter Park, Florida 32792, and the name of the initial registered agent of this Corporation at that address is Maria C. Gonzalez.

#### **ARTICLE VI**

##### **Initial Board of Directors**

The number of directors and their manner of election shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3), nor more than nine (9). The names and street addresses of the initial directors of this Corporation, who shall serve until the first election of directors as provided in the Bylaws or until their earlier resignation, removal from office or death are:

Maria C. Gonzalez  
5337 Binnacle Court  
Winter Park, FL 32793-9203

Erin S. Crosby  
5337 Binnacle Court  
Winter Park, FL 32793

Juanita Rodriguez  
7531 Hull Street  
Winter Park, FL 32792

#### **ARTICLE VII**

##### **Incorporator**

The name and street address of the person signing these Amended and Restated Articles of Incorporation as incorporator is:

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Maria C. Gonzalez  
5337 Binnacle Court  
Winter Park, FL 32793-9203

#### **ARTICLE VIII**

##### **Bylaws**

The Bylaws shall govern all operations of the Corporation and shall be in conformance with and compatible with Robert's Rules of Order and the requirements of Internal Revenue Code Section 501(c)(3) and the Regulations thereunder, as now in force or hereafter amended. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### **ARTICLE IX**

##### **Amendment**

The right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, is reserved to the Directors.

#### **ARTICLE X**

##### **Restrictions and Interpretation**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons. All funds received from whatever source, including, but not limited to monies from fundraisers, grants, and private donations will be used for the purposes of the Corporation, as set forth in Article III, including the payment of reasonable compensation for services actually rendered and such other payments and distributions as may be necessary or appropriate to further the Corporation's purposes of educating children with Tourette Syndrome and related conditions, and their siblings, friends, parents and the community as set forth in Article III hereof.

**Section 2.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 3.** Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, 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 Code Section 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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**Section 4.** It is intended by the provisions of these Amended and Restated Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Code Section 501(c)(3) as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

#### **ARTICLE XI**

##### **Dissolution**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the United States District Court for the State of Florida in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such exempt organization or organizations for such purposes.

#### **ARTICLE XII**

##### **Indemnification**

To the full extent permitted by the Florida Not For Profit Corporation Act, the personal liability of a director of the Corporation, and its Members, if any, shall be eliminated and the Corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is, or was, a director against judgment, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with such proceeding. Provided, however, that the Corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

The Corporation shall also indemnify any officer, trustee, agent or employee who is, or was, not a director, to the same extent, and with the same limitations, that the Corporation is authorized to indemnify directors.

The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the Corporation has the power to indemnify under the Act.

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The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

**ARTICLE XIII**  
**Private Foundation Status**

If this Corporation is a private foundation as defined in Section 509 of the Code, then the balance of this article shall apply. The Corporation shall be prohibited from:

A. Engaging in any act of "self dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941 (a) of the Code;

B. Retaining any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

C. Making any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

D. Making any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

The corporation shall be required to distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set her hand and seal as of the 28th day of May, 2005.

  
\_\_\_\_\_  
Maria C. Gonzalez

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

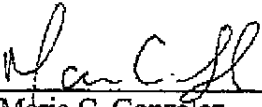
In compliance with Section 617.0501, Florida Statutes, the following is submitted:

The Shire Academy Corporation (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 5337 Binnacle Court, Winter Park, FL 32792-9203, has named and designated Maria C. Gonzalez, with her registered office located at 5337 Binnacle Court, Winter Park, FL 32792-9203, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 Florida Statutes, as the same may apply to the Corporation.

Dated as of the 28th day of May, 2005.

  
\_\_\_\_\_  
Maria C. Gonzalez

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FROM-AKERMANTENTERFITT 16E.

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**CERTIFICATE CONCERNING  
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE SHIRE ACADEMY CORPORATION**

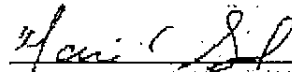
In accordance with Florida Statutes, Section 617.1007 (3), the undersigned, MARIA C. GONZALEZ, being the President of THE SHIRE ACADEMY CORPORATION, a Florida not-for-profit corporation (the "Corporation"), does as of the 28th day of May, 2005, certify as follows:

1. The Corporation is a Florida not-for-profit corporation, which was organized on a non-stock basis and has no members.

2. Because the Corporation has no members, an amendment to the Articles does not require member approval.

3. The attached Amended and Restated Articles of Incorporation of the Corporation were adopted by the Corporation's Board of Directors as of May 28, 2005.

4. It is the intent of the Corporation's Board of Directors that the Amended and Restated Articles of Incorporation supersede the Articles of Incorporation filed with the Secretary of State of Florida on March 24, 2005 and effective the 22<sup>nd</sup> day of March, 2005.

  
\_\_\_\_\_  
MARIA C. GONZALEZ,  
President

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