

NO6000009439

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SYMMETRY SCHOOL FOUNDATION, INC.

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October 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SYMMETRY SCHOOL FOUNDATION, INC.
c/o MARTY STEINBERG, HUNTON & WILLIAMS
1111 BRICKELL AVE., SUITE 2500
MIAMI, FL 33131

SUBJECT: SYMMETRY SCHOOL FOUNDATION, INC.
REF: N06000009439

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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Annette Ramsey
Regulatory Specialist II

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SYMMETRY SCHOOL FOUNDATION, INC.**
(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes)

Symmetry School Foundation, Inc. a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the corporation is Symmetry School Foundation, Inc. (the "Corporation").
2. No members of the Corporation are entitled to vote on the proposed amendments. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on August 12, 2009, and the number of votes cast for the amendments was sufficient for approval.
3. The text of the Articles of Incorporation of the Corporation is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows.

Article I
NAME

The name of this corporation shall be SYMMETRY SCHOOL FOUNDATION, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o Marty Steinberg, Hunton & Williams Suite 2500, 1111 Brickell Ave. Miami FL 33131.

Article III
PURPOSE

This Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of

section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes, including but not limited to .

(a) To support schools which will provide education, behavioral reinforcement, crises intervention and psychological and psychiatric assistance, as needed, for children with special needs who may have a multitude of diagnoses including but not limited to Neurobiological Disorders, Pervasive Developmental Disorders, Asperger's Syndrome, High Functioning Autism, Bi-Polar Disorder, Attention Deficit Hyperactivity Disorder, anxiety and/or depression and to support research, training and education regarding these special needs children. To support special needs children who attend such schools. The establishment and support of such therapeutic schools may be accomplished by supporting educational and other nonprofit institutions that provide assistance, support, materials, land and/or facilities to such therapeutic schools;

(b) To accept, hold, administer, invest and disburse for the establishment, educational, research, scholarship, training and the other charitable purposes identified above, such funds or property as may from time to time be given to it by any person, persons, corporations, or other entities, or earned by it in its activities; and

(c) To analyze, review and provide input regarding research, educational methodologies, personnel and qualifications and behavioral processes for children in this population and for the schools as well as to provide opportunities for enhancement such as seminars, internships, relationships with educational, medical and other institutions and related services.

(d) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Article IV **MEMBERSHIP**

The Corporation shall have no members.

Article V **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Marty Steinberg.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall not be less than three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Marty Steinberg
c/o Hunton & Williams, LLP
1111 Brickell Avenue, Suite 2500
Miami, Florida 33131

Article VIII
DISSOLUTION

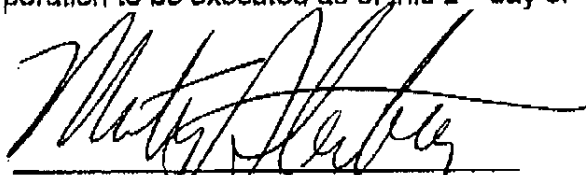
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the School or, if the School is no longer in existence or is not exempt from federal income tax under Section 501(c)(3) of the Code, then to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable and educational purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on

any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

IN WITNESS WHEREOF, Symmetry School Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed as of this 2nd day of November, 2009.


Marty Steinberg
President