

Division of Corporations

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Florida Department of State

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FRIENDS OF ADA MERRITT, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

FRIENDS OF ADA MERRITT, INC.

The undersigned, acting in his capacity as Incorporator of **FRIENDS OF ADA MERRITT, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Friends of Ada Merritt, Inc. The Corporation's Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on October 3, 2006.

2. The undersigned hereby certifies, attests and serves notice that the text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

Article I

Name

The name of the Corporation is:

Friends of Ada Merritt, Inc.

Article II

Address

The principal place of business for the corporation is:

1624 Tigertail Avenue
Miami, FL 33133

The mailing address of the corporation is:

1624 Tigertail Avenue
Miami, FL 33133

Article III

Purpose

The specific purpose for which this corporation is organized is:

For the purpose of supporting the Ada Merritt community by working to provide paraprofessional to work at the Ada Merritt K-8 Center, including raising and distributing funds for this purpose. In any event, this corporation is organized exclusively for charitable,

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educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article IV

Directors

The directors of this corporation shall be elected by its members.

Article V

Registered Agent

The name and Florida Street address of the registered agent is:

Douglas L. O'Keefe
1624 Tigertail Avenue
Miami, FL 33133

Article VI

Incorporator

The name and address of the incorporator is:

Douglas L. O'Keefe
1624 Tigertail Avenue
Miami, FL 33133

Article VII

Dissolution

Upon dissolution of this corporation, all of its 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.

These Amended and Restated Articles of Incorporation has been signed by the Incorporator of the Corporation this 19th day of December 2006, and I affirm that the statements made herein are true under the penalties of perjury.


Douglas O'Keefe,
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Venali, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 19th day of December, 2006.



Douglas L. O'Keefe