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*Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hillcrest Foundation Fund, Inc.

DOCUMENT NUMBER: N07000000517

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel G. Teel

(Name of Contact Person)

(Firm/ Company)

1655 Hull Circle

(Address)

Orlando, FL 32806

(City/ State and Zip Code)

For further information concerning this matter, please call:

Daniel G. Teel

(Name of Contact Person)

at (407) 234-5208

(Area Code & Daytime Telephone Number)

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Restated
Articles of Incorporation
of
Hillcrest Foundation Fund, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer hereby restates the articles of incorporation of Hillcrest Foundation Funds, Inc., a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows.

ARTICLE I

Name, Mailing Address, Principal Office Address

The name of this Corporation shall be **Hillcrest Foundation Fund, Inc.** The principal place of business and mailing address are Number 424, 424 East Central Blvd., Orlando, Florida 32801. The board of directors may, from time to time, move the mailing address and the principal location of the registered office.

ARTICLE II

Term of Existence

The corporate existence of the Corporation commenced on January 17, 2007, with the filing of its original articles of incorporation with the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE III

Purposes

Section 1. This specific and primary purposes for which this Corporation is formed and organized are exclusively charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or any corresponding section of any future federal tax code, including the making of distributions to entities that qualify as exempt organizations under Section 501(c)(3) of the Code, the purchase and distribution of learning materials, retaining teaching resources, ensuring infrastructure supplementation, and recognizing achievement in Orange County Public School system projects.

Section 2. The general purposes for which this Corporation is organized are exclusively charitable and educational purposes, within the meaning of the Code.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code.

Section 4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code, it shall:

- (a) 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 the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditure as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

Powers

The Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

Board of Directors Manner of Election

The management of this Corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this Corporation; provided, that there shall never be fewer than three (3) directors.

ARTICLE VI

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE VI

Dedication of Assets and Dissolution

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida, or any local government(s) for exclusive public purposes.

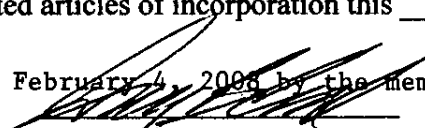
ARTICLE VII

Amendment

These articles of incorporation may be amended in the manner provided by law.

The undersigned has executed these restated articles of incorporation this ____ day of February, 2008

These restated articles were adopted on February 4, 2008 by the members.



Daniel Teel, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process in the name of the Corporation; I hereby accept the appointment as registered agent and agree to act in

this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 7 day of February, 2008

A handwritten signature in black ink, appearing to read "Daniel G. Teel", is written over a horizontal line.

Daniel G. Teel

Registered Agent