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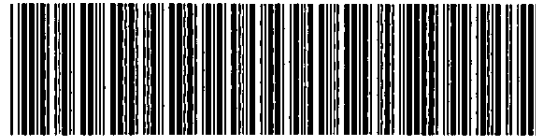
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts AUG 31 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA NON- PROFIT CORPORATION

ARTICLE I
CORPORATE NAME

The name of this Corporation is FLORIDALEARNS FOUNDATION, INC.

ARTICLE II
CORPORATE ADDRESS

The principal place of business of this Corporation will be 753 West Boulevard,
Chipley, Florida 32428.

ARTICLE III
CORPORATE NATURE

This is a non-profit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes, and it will act as a direct-support organization as set forth in Section 237.40 of the Florida Statues.

ARTICLE IV
DURATION

The term of existence of the corporation is perpetual.

ARTICLE V
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation are formed:

- A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The specific and exclusive purpose of this corporation is to operate as a direct-support organization created by the authority of Florida Statues Section 237.40 to receive, hold, invest, and administer property and to make expenditures to or for the benefit of promoting high student achievement and quality of life throughout

- member and participating districts by providing professional development and state of art technology and programs serving low performing students, teacher recruitment and retention, technical career education and/or literacy initiatives.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLES VI MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three persons. The number of directors of the corporation shall be determined by the bylaws duly adopted.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors.

The directors approved at the next scheduled meeting, and at all times thereafter, shall serve for a term as set forth by the By-laws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

- ✓ Tony Anderson, 1019 NW Lake Mystic, Bristol, Florida 32321
- Rick Everitt, 2925 Bonnett Pond Road, Chipley, Florida 32428
- Patrick McDaniel, 2489 River Road, Sneads, Florida 32460
- Neal Meadows, 2812 Whittington Drive, Tallahassee, Florida 32309
- Sharon Mitchell, 1479 Boswell Road, Bonifay, Florida 32428
- Paula Waller, 1594 South Boulevard, Chipley, Florida 32428
- Faye Yongue, 789 Dogwood Lane, Chipley, Florida 32428

ARTICLE VII
EARNINGS AND ACTIVITIES OF CORPORATION

- A. 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, 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 the purposes set forth in Article V hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.
- C. Notwithstanding any other provision of these articles, 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 Section 501(c) (3) of the Internal Revenue Code of 1954 (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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X
SUBSCRIBERS

The name and address of the Subscriber of this corporation is as follows:

Paula Waller, 1594 South Boulevard, Chipley, Florida 32428

ARTICLE XI
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitation set forth in the Corporations Not-For-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND ADDRESS

The address of the corporation's registered office shall be 753 West Boulevard, Chipley, Florida, 32428, and the name of its registered agent at said address shall be Paula Waller.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21st day of August, 2007.

WITNESSES:

Linda Arrant

Paula Waller
Paula Waller

Frances Rogers

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for FLORIDALEARNS Foundation, Inc., at the place designated in this certificate, 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 obligation of my position as registered agent.

Paula Waller
Paula Waller
Registered Agent

Dated 8-21-07

STATE OF FLORIDA

COUNTY OF Washington

BEFORE ME, the undersigned authority personally appeared PAULA WALLER, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of August, 2007.

Julia L. Hall
Notary Public



Julia L. Hall
Commission #DD308930
Expires: May 24, 2008
Bonded Thru
Atlantic Bonding Co., Inc.