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JACKSONVILLE ALLIANCE FOR KIPP SCHOOLS, INC.

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SUBJECT: JACKSONVILLE ALLIANCE FOR KIPP SCHOOLS, INC.
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
JACKSONVILLE ALLIANCE FOR KIPP SCHOOLS, INC.**

(Florida Document Number: N08000011176)

The undersigned hereby certifies the following: The corporation was incorporated on December 11, 2008, under the name Jacksonville Alliance for KIPP Schools, Inc. Pursuant to Sections 617.01201, 617.1002, 617.1006 and 617.1007, Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation were approved by the directors of the corporation by unanimous written consent in lieu of a meeting on March 24, 2009. The Amended and Restated Articles of Incorporation adopted by the directors omit items of historical interest only. Member approval was not required.

**ARTICLE I
NAME**

Section 1.1 **Name.** The name of the corporation is Jacksonville Alliance for KIPP Schools, Inc.

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and principal office of the corporation are One Independent Dr., Suite 1600, Jacksonville, Florida 32202.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes.** The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code (hereinafter the "Internal Revenue Code") and for the benefit of, to perform the functions of, or to carry out the purposes of KIPP Jacksonville, Inc. so long as KIPP Jacksonville, Inc. is described in section 509(a)(1) of the Internal Revenue Code.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 **Corporate Affairs.** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this corporation.

Section 3.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.3 **Number.** This corporation has five (5) Directors. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.4 **Names and Addresses of Directors.** The names and addresses of the persons who have been elected to serve as the Directors of the corporation until the election or appointment of successors are as follows:

<u>Name</u>	<u>Address</u>
Thompson S. Baker II	503 Ponte Vedra Blvd., Ponte Vedra, FL 32082
Sydney A. Gervin	One Independent Drive, Suite 1600, Jacksonville, FL 32202
Thomas Gibbs	50 N. Laura Street, Suite 2800, Jacksonville, FL 32203
Robert Colyer	2121 Park Street, Jacksonville, FL 32204
William E. Kuntz	4744 Prince Edward Rd., Jacksonville, FL 32210

ARTICLE IV LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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 or in opposition to any candidate for public office. 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 or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V DISSOLUTION

Section 5.1 **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government or to a local or state government exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VI
MEMBERS**

Section 6.1 **Number.** The corporation will have one (1) member. The qualification for additional members and the manner of their admission will be as provided in the bylaws and meet the requirements of Section 509(a)(3) of the Internal Revenue Code.

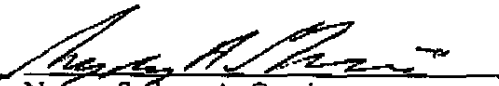
Section 6.2 **Rights.** The rights exercisable by members will be as provided in the bylaws and meet the requirements of Section 509(a)(3) of the Internal Revenue Code.

Section 6.3 **Name and Address.** The name of the member is KIPP Jacksonville, Inc. and the address of the member is 7010 Gaines Court, Jacksonville, Florida 32217.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

Section 7.1 **Name and Address.** The street address of the registered office of this corporation is: One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the name of the registered agent of this corporation at that address is: F&L Corp.

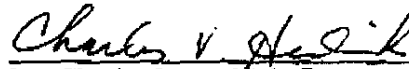
IN WITNESS WHEREOF, pursuant to Section 617.01201, Florida Statutes, the Chair of the Jacksonville Alliance for KIPP Schools, Inc. Board of Directors adopts and executes these Amended and Restated Articles of Incorporation this 24th day of March, 2009.


Name: Sydney A. Gervin
Its: Chairman

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Amended and Restated Articles of Incorporation, it hereby agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. It is familiar with and accepts the obligations of a registered agent.

F&L CORP.



By: Charles V. Hedrick, Esq.

Authorized Signatory

One Independent Drive, Suite 1300,
Jacksonville, Florida 32202-0517
March 24, 2009