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Division of Corporations

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N09000006371

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

STRONG COMMUNITIES REALTY CORPORATION

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TALLAHASSEE FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STRONG COMMUNITIES REALTY CORPORATION**

At a meeting duly noticed and held on July 17, 2009, the undersigned board of directors of STRONG COMMUNITIES REALTY CORPORATION, a not-for-profit corporation organized without members under the laws of Florida and in compliance with Chapter 617, F.S., (Document No. N09000006371) formed on June 29, 2009, voted unanimously (the same being sufficient for approval of these Amended and Restated Articles of Incorporation) to amend and restate in its entirety the Articles of Incorporation for the corporation, including each and every amendment thereto of Articles III-IX as reflected by a comparison of the original articles to these Amended and Restated Articles of Incorporation, as set forth below:

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be Strong Communities Realty Corporation.

**ARTICLE II
PRINCIPAL OFFICE**

The principal street address and mailing address of the corporation office is:

12735 Gran Bay Parkway, Suite 250
Jacksonville, FL 32258

**ARTICLE III
PURPOSES**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In particular, the corporation shall own facilities for the operation of one or more charter public schools in Jacksonville, Florida.

**ARTICLE IV
MANNER OF APPOINTMENT; REMOVAL**

The directors and officers shall be appointed on an annual basis solely by a majority vote of the Board of Directors of The Young Men's Christian Association of Florida's First Coast, Inc. Directors and officers of this Corporation serve at the pleasure of the Board of Directors of The Young Men's Christian Association of Florida's First Coast, Inc. Any director or officer of this Corporation may be removed at any time by majority vote

of the Board of Directors of The Young Men's Christian Association of Florida's First Coast, Inc., with or without cause.

**ARTICLE V
INITIAL DIRECTORS AND/OR OFFICERS**

The name, address and title of the persons constituting the initial board of directors and officers are:

Paul E. McEntire
Director, President/CEO
12735 Gran Bay Parkway, Suite 250
Jacksonville, FL 32258

Penelope D. Zuber
Director, Vice President
12735 Gran Bay Parkway, Suite 250
Jacksonville, FL 32258

Susan S. Golden
Director, Secretary/Treasurer
12735 Gran Bay Parkway, Suite 250
Jacksonville, FL 32258

Each such officer is also an Assistant Secretary of this Corporation.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address is:

Penelope D. Zuber
YMCA of Florida's First Coast, Inc.
12735 Gran Bay Parkway, Suite 250
Jacksonville, FL 32258

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is:

Penelope D. Zuber
YMCA of Florida's First Coast, Inc.
12735 Gran Bay Parkway, Suite 250
Jacksonville, FL 32258

**ARTICLE VII
LIABILITY OF DIRECTORS AND OFFICERS; INDEMNIFICATION**

To the fullest extent permitted by law, no director or officer of this Corporation shall be personally liable to this Corporation for monetary damages for breach of any duty owed to this Corporation, except that a director or an officer may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) a transaction from which the director or officer derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this Corporation shall be indemnified and held harmless by this Corporation to the fullest extent permitted by law.

**ARTICLE VIII
CHARITABLE ORGANIZATION PROVISIONS**

This Corporation is organized as a Florida not-for-profit corporation, without capital stock and without members. Notwithstanding any powers granted to this Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), in the first instance, subject to compliance with the foregoing requirement, The Young Men's Christian Association of Florida's First Coast, Inc. for its educational purposes.

b. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

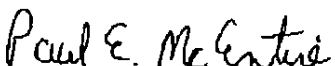
c. Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), which, in the first

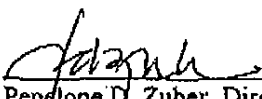
instance to the extent consistent with the foregoing requirement (and after the payment or other satisfaction of all debts and liabilities of this Corporation) shall be to The Young Men's Christian Association of Florida's First Coast Inc. (or its successors) or at the direction of the Board of Directors thereof. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over this Corporation, 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 IX
OTHER PROVISIONS**

Director or Officer Interest. In the absence of fraud, no transaction between (a) this Corporation and (b) any other association, corporation or any director or officer of this Corporation individually, shall be affected by the fact that any director or officer of this Corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

WITNESS OUR HAND this 17 day of July, 2009:


Paul E. McEntire, Chair, President


Penelope D. Zuber, Director, Vice President


Susan S. Golden, Director, Secretary

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