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**ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
FLORIDA NEXT FOUNDATION, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of FLORIDA NEXT FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is FLORIDA NEXT FOUNDATION, INC.
2. The Articles of Incorporation, as amended and restated, are attached hereto as **Exhibit A** (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring member approval.
4. The amendments to, and restatement of, the Articles of Incorporation included in the Amended and Restated Articles were adopted by the Board of Directors and approved by the sole member of the Corporation pursuant to a unanimous written consent dated June 19, 2011.

IN WITNESS WHEREOF, the undersigned President of the Corporation executed these Articles of Amendment and Restatement on the 19 day of June, 2011.

FLORIDA NEXT FOUNDATION, INC.

By: \_\_\_\_\_

Jim Cassidy, President

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**Exhibit A**

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA NEXT FOUNDATION, INC.

The Amended and Restated Articles of Incorporation of FLORIDA NEXT FOUNDATION, INC., a Florida not for profit corporation incorporated under the provisions of the Florida Not For Profit Corporation Act, shall read in their entirety as set forth below:

ARTICLE 1

Name

The name of the corporation is Florida Next Foundation, Inc. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

ARTICLE 3

Purposes

The Corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law. The primary purposes of the Corporation are to i) conduct educational and research activities consistent with the purposes of addressing fundamental economic and quality of life issues affecting the State of Florida; ii)

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educate the public concerning these issues; and iii) conduct research and foster public discussion and debate of these issues.

#### ARTICLE 4

##### Board of Directors

This Corporation initially shall have eight (8) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The method of appointment of directors shall be as stated in the bylaws of the Corporation, but such appointment power shall be vested in the Board of Directors and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Alex Sink	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Bill McBride	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Jim Cassady	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Chris Marlin	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Suzanne M. Kosmas	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Richard Swann	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Scan Shaw	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606
Liana Fernandez Fox, Ph.D.	601 Bayshore Boulevard, Suite 700 Tampa, Florida 33606

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ARTICLE 5

Members

The Corporation shall not have members.

ARTICLE 6

Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7

Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation are Jim Cassady, 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

ARTICLE 8

Registered Office and Agent

The registered office of the Corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606. The registered agent at such address shall be Jim Cassady.

ARTICLE 9

Duration

This Corporation shall have perpetual existence.

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ARTICLE 10

Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The Board of Directors shall adopt bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the Corporation.

ARTICLE 12

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 its charitable purpose. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as

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amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

### ARTICLE 13

#### Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE 14

#### Avoidance of Private Foundation Taxes

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

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ARTICLE 15

Amendment to Articles

These Articles of Incorporation may be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation executed these Amended and Restated Articles of Incorporation on the 19 day of June, 2011.

FLORIDA NEXT FOUNDATION, INC.

By: 

Jim Cassidy, President

#528436

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