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TALLAHASSEE, FLORIDA

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T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Friends of Jacksonville Beach Elementary, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Mark D. Austin

(Name of Contact Person)

(Firm/ Company)

4203 Tideview Drive

(Address)

Jacksonville, FL 32250

(City/ State and Zip Code)

mr.markdaustin@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mark D. Austin

(Name of Contact Person)

at (**904**) **707-2466**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

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

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF JACKSONVILLE BEACH ELEMENTARY, INC.**

RECITALS

The undersigned, as Director and Vice President of Friends of Jacksonville Beach Elementary, Inc. (the "Corporation"), does hereby certify that:

The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on April 30, 2012, effective May 1, 2012; and

On October 1, 2012, the Board of Directors of the Corporation unanimously voted to amend and restate the Articles of Incorporation. These Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007, Florida Statutes, do not require member approval and shall supersede the original articles of incorporation and any amendments thereto.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Friends of Jacksonville Beach Elementary, Inc.

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The principal office and mailing address of the Corporation shall be:

2329 Barefoot Trace
Atlantic Beach, FL 32233

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TALLAHASSEE, FLORIDA

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is:

2329 Barefoot Trace
Atlantic Beach, FL 32233

The name of the initial registered agent at that address is Michael Hosto.

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

(1) This Corporation is organized under the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit, and the specific purposes for which it is formed are:

(a) exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(b) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

(2) It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation 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;

(b) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, employee or member of a committee of, or person connected with, the Corporation; provided, however, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes;

(c) Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(d) During any period when the Corporation is determined to be a "private foundation" as defined in Section 509 of the Internal Revenue Code, the Corporation, in accordance with the following sections thereof, shall: (a) distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942; (b) not engage in any act which is subject to tax as self-dealing under Section 4941; (c) not retain any holdings which are subject to tax as excess business holdings under Section 4943; (d) not make any investments in such manner as to subject the Corporation to tax under Section 4944; and (e) not make any taxable expenditures which are subject to tax under Section 4945.

ARTICLE V

MEMBERSHIP

This Corporation shall not have members.

ARTICLE VI

BOARD OF DIRECTORS

A. The affairs of this Corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the Bylaws of the Corporation.

B. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Michael Hosto	2329 Barefoot Trace Atlantic Beach, FL 32233
Mark Austin	4203 Tideview Drive Jacksonville, FL 32250
Dan Siragusa	3716 Camden Island Court South Jacksonville, FL 32224

ARTICLE VII

DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

DURATION

The Corporation shall exist perpetually unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE IX

AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X

BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

The undersigned, constituting a Vice President and Director of the Corporation, has executed these First Amended and Restated Articles of Incorporation this 23rd day of October, 2012.


Mark D. Austin

Vice President and Director

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF JACKSONVILLE BEACH ELEMENTARY, INC.**

RECITALS

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REGISTERED OFFICE AND REGISTERED AGENT

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(b) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

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ARTICLE VIII

DURATION

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ARTICLE IX

AMENDMENTS

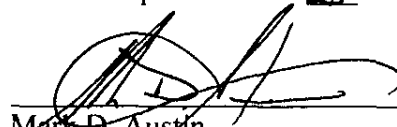
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ARTICLE X

BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

The undersigned, constituting a Vice President and Director of the Corporation, has executed these First Amended and Restated Articles of Incorporation this 23rd day of October, 2012.


Mark D. Austin

Vice President and Director