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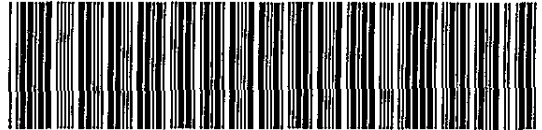
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2003 MAY 15 PM 4:08

Restated  
Att.

05-21-03

Dc

# CARLTON FIELDS

ATTORNEYS AT LAW

CNL CENTER AT CITY COMMONS  
450 S. ORANGE AVENUE, SUITE 500  
ORLANDO, FLORIDA 32801-3336

MAILING ADDRESS:  
P.O. BOX 1171, ORLANDO, FL 32802-1171  
TEL (407) 849-0300 FAX (407) 648-9099

May 14, 2003

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Attn: Corporate Filings

Ladies and Gentlemen:

Enclosed is the original Restatement of Articles of Incorporation of Pinellas County Education Foundation, Inc. Please file this document

Enclosed is our check for \$43.75 for the filing fee and for a certified copy of the Restated Articles.

Also enclosed is a return envelope so that you may return the certified copy to us.

Cordially yours,



Vernon Swartzel

VS/cat  
Enclosure  
cc: Mr. Terry A. Boehm

RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
PINELLAS COUNTY EDUCATION FOUNDATION, INC.

FILED OF STATE  
SECRETARY OF CORPORATIONS  
2003 MAY 15 PM 4:08

In accord with Section 617.1007, Florida Statutes, it is RESOLVED by the Board of Directors of Pinellas County Education Foundation, Inc., that the Articles of Incorporation of said not-for-profit corporation are restated as follows, thus amending in their entirety the Articles of Incorporation dated March 12, 1986, as amended by the First Amendment thereto dated July 17, 1987, and by the (Second) Amendment thereto dated May 20, 1997, and by the (Third) Amendment thereto dated June 1, 1999, and substituting therefor the following:

ARTICLES OF RESTATEMENT  
ARTICLE I  
NAME OF CORPORATION

The name of the corporation is PINELLAS COUNTY EDUCATION FOUNDATION, INC. (hereinafter "the Foundation").

ARTICLE II  
PRINCIPAL OFFICE

The street address of the Foundation's principal office is 12090 Starkey Road, Largo, Florida 33773, and its mailing address is the same.

ARTICLE III  
PURPOSES

The Foundation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose of the Foundation is to transact any or all lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act.

ARTICLE IV  
ELECTION OF DIRECTORS

The method of electing Directors of the Foundation is stated in the Foundation's By-laws.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The street address of the Foundation's registered office is 12090 Starkey Road, Largo, Florida 33773, and the name of the Foundation's registered agent is Terry A. Boehm. Changes to the registered office and registered agent may be made by changes on the Foundation's annual report form filed with the Department of State or otherwise as provided by Florida law without the necessity of amending the Foundation's Articles of Incorporation.

ARTICLE VI  
INCORPORATORS

The names and addresses of the Foundation's incorporators in 1986 were:

Dr. Albert G. Blomquist	1960 E. Druid Road Clearwater, FL 33518
Dr. J. Howard Hinesley	1960 E. Druid Road Clearwater, FL 33518
Dr. Scott N. Rose	1960 E. Druid Road Clearwater, FL 33518

ARTICLE VII  
AMENDMENTS TO ARTICLES OF INCORPORATION

The Foundation's Articles of Incorporation may be amended by a majority vote of the members of the Foundation's Board of Directors at any regular annual meeting or at any special meeting of said Board called for that purpose. Any such amendment shall be effective upon the filing thereof with the Department of State of the State of Florida.

ARTICLE VIII  
DISSOLUTION

The duration of the Foundation shall be perpetual, or until dissolved by law. Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the

Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 1986 (or 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 the Circuit Court of the county in which the principal office of the Foundation 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.

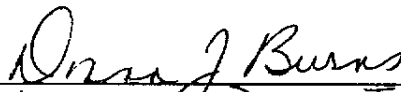
The undersigned Chair of the Board of Directors of Pinellas County Education Foundation, Inc., hereby certifies that the above Articles of Restatement were adopted on May 6, 2003, by a majority vote of the Board of Directors at a regular annual meeting and that no members of the Foundation were otherwise entitled to vote thereon.



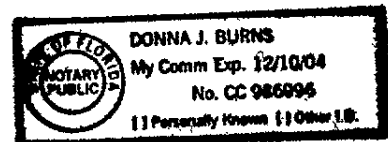
Mitchell R. Lee  
Chair of the Board of Directors of  
Pinellas County Education  
Foundation, Inc.

STATE OF FLORIDA  
COUNTY OF PINELLAS

6 The foregoing instrument was acknowledged before me this day of May, 2003, by Mitchell R. Lee, Chair of the Board of Directors of Pinellas County Education Foundation, Inc., who is personally known to me or who produced \_\_\_\_\_ as identification.



Print Name Donna J. Burns  
Notary Public



The undersigned accepts appointment as the registered agent  
for Pinellas County Education Foundation, Inc.

Date: 5/6/03

  
\_\_\_\_\_  
Terry A. Boehm