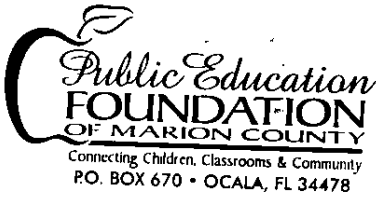


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*Restate. Art.*

C.COULLETTE

JUL 20 2011

EXAMINER

**RESTATEMENT OF ARTICLES OF INCORPORATION OF THE PUBLIC  
EDUCATION FOUNDATION OF MARION COUNTY, INC.**

In accordance with Section 617.1007, Florida Statutes, it is RESOLVED by the Board of Directors of the Public Education Foundation of Marion County, Inc., that the Articles of Incorporation of said not-for-profit are restated as follows, thus amending in their entirety the Articles of Incorporated dated August 30, 1988 and substituting therefore the following:

**ARTICLES OF RESTATEMENT**

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation is PUBLIC EDUCATION FOUNDATION OF MARION COUNTY, INC. (hereinafter "the Foundation")

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street address of the Foundation's principal office 1239 NW 4<sup>th</sup> Street, Ocala, FL 34475, and its mailing address is P.O. Box 670, Ocala, FL 34478.

**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 powers of the Foundation include transacting 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 1239 NW 4<sup>th</sup> Street, Ocala, FL 34475 and the name of the Foundation's registered agent is Carole C. Savage. Changes to the registered office and the registered agency 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.

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ARTICLE VI  
INCORPORATORS

The names and addresses of the Foundation's incorporators in 1988 were:

R.S. Archibald, III  
1526 SE 25<sup>th</sup> Ter.  
Ocala, FL 32671

J. Harrell Harrison  
3480 SE 26<sup>th</sup> Ct.  
Ocala, FL 34671

Donna Hogan  
3976 SW 166<sup>th</sup> Pls Road  
Ocala, FL 32671

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, to such organizations 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 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not 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 President of the Public Education Foundation of Marion County, Inc. hereby certifies that the above Articles of Restatement were adopted on June 28, 2011 by a 2/3 vote of the Board of Directors at a regular meeting. No members of the Foundation were otherwise entitled to vote on this amendment.

JUL 12 2011

  
\_\_\_\_\_  
President's Signature

  
\_\_\_\_\_  
Attorney Signature

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged to me before this 29 day of June, 2011 by  
MICHAEL D. MILLHORN

