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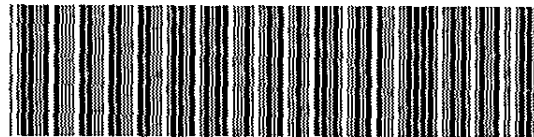
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(1818) #1032492

FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

P.K. YONGE ALUMNI ASSOCIATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

06 SEP -7 PM 12:35  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The person signing below, acting as the Executive Vice President of the P.K. Yonge Alumni Association, Inc. (Association), a not for profit corporation under the Florida Not for Profit Corporation Act (Act), as provided in Chapter 617 of the Florida Statutes, certifies that:

A. the following First Amended and Restated Articles of Incorporation were adopted by a majority of all votes cast at a meeting of the Association's members on December 26, 2005; and

B. this number of votes was sufficient for approval.

The following First Amended and Restated Articles of Incorporation of the P.K. Yonge Alumni Association, Inc. will supersede all other articles when approved by the Secretary of State of Florida, in accordance with Chapter 617, Florida Statutes:

**ARTICLE 1**  
**NAME OF ASSOCIATION AND PRINCIPAL OFFICE**

The name of this corporation is P.K. YONGE ALUMNI ASSOCIATION, INC. The principal office is 1080 S.W. 11<sup>th</sup> Street, Gainesville, Florida 32601.

**ARTICLE 2**  
**TERM**

The term for which the Association will exist will be perpetual.

**ARTICLE 3**  
**PURPOSE**

The purposes for which this corporation is organized are as follows:

To facilitate the continuing interaction of alumni, faculty, students, and friends of P.K. Yonge Developmental Research School (School) and to support the School's mission of education and research, and to perform all business-related matters to accomplish these purposes.

**ARTICLE 4  
BOARD OF DIRECTORS**

The powers of the Association will be exercised, its property controlled, and its affairs governed by the Board. Members of the Board (Directors) will be elected or appointed as provided in the Bylaws.

**ARTICLE 5  
REGISTERED AGENT**

The street address of the registered office of the Association is 1080 S.W. 11<sup>th</sup> Street, Gainesville, Florida 32601. The name of its registered agent at this address is Fran M. Vandiver, Director.

**ARTICLE 6  
OFFICERS**

The Board will elect the following officers as set forth in the Bylaws: a President, President-Elect, Executive Vice President, Treasurer, and Executive Secretary.

**ARTICLE 7  
AMENDMENT TO BYLAWS**

Subject to the limitations contained in the Bylaws and any limitations provided in the Act concerning corporate action that must be authorized or approved by the members of the Association, the Bylaws of the Association may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board or by following the procedure provided in the Bylaws.

**ARTICLE 8  
PROPERTY HELD FOR CHARITABLE PURPOSES**

The property of the Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Association will ever inure to the benefit of any Director, officer, or member of the Association, or to the benefit of any private individual.

**ARTICLE 9  
DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

Upon the dissolution or winding up of the Association, its assets remaining after payment, or provision for payment of all debts and liabilities of the Association, will be distributed to the University of Florida Foundation, Inc. to be used exclusively for the purposes set out here.

**ARTICLE 10  
AMENDMENT TO ARTICLES**

Amendments to these First Amended and Restated Articles of Incorporation may be adopted by a vote of at least two-thirds (2/3rds) of the votes duly cast at any duly noticed meeting of the Board.

The undersigned, as Executive Vice President of the Association, executed these First Amended and Restated Articles of Incorporation on \_\_\_\_\_, 200\_\_.

P.K. YONGE ALUMNI ASSOCIATION, INC.

By: *Mark Vandeweyer*

As its Executive Vice President

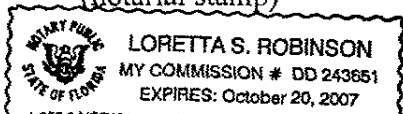
STATE OF FLORIDA

COUNTY OF ALACHUA

The above document was executed, acknowledged and delivered before me on June 29, 2006, by Mark Vandeweyer, as Executive Vice President of the P.K. YONGE ALUMNI ASSOCIATION, INC. He/She is personally known to me.

*Loretta S. Robinson*  
Notary Public, State and County aforesaid

(notarial stamp)



~~Approved by the Members of the~~ P.K. Yonge Alumni Association, Inc on December 26, 2005.

**APPOINTMENT OF REGISTERED AGENT**

I hereby accept the appointment as registered agent for P.K. Yonge Alumni Association, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Fran M. Vandiver

By: Fran M. Vandiver  
As its: Registered Agent

6/23/06  
Date: