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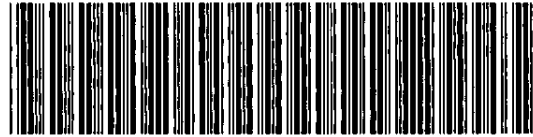
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 17 PM 1:00

Amended / CC
Restated
@ 5/21/12

THE
EDUCATION
FOUNDATION
OF MARTIN COUNTY



2011-2012 Board of Directors

Officers

President
Russ Reaver
Publix

Vice President
Elliot Paul
Elliot Paul & Company Auctions

Treasurer
Joyce Ruggeri
Proctor, Crook, Crowder, & Fogal

Secretary
Debra Banta
Martin County School District

Immediate Past President
Bill Dwyer
Comerica Bank

Directors

David Bates
Florida Power & Light

Chuck Cleaver
Martin Health System

Gayle Harrell
Florida Legislature

Gwen Knapp
Community Philanthropist

Walter Millet
Altec Roofing, Inc.

Eileen Morris
Community Philanthropist

Raúl Ocampo, Jr.
Ocampo & Associates, Inc.

Linda Probst
Swiss Mango

Ryan Strom
Team Parks

Jeanine Webster
Morgan Stanley | Smith Barney

Bill West
Florida Community Bank

Ex-Officio

Sue Hershey
School Board of Martin County

Danny Rendell
2012 Martin County Teacher of the Year

Nancy Kline
Superintendent of Schools

Lisa Rhodes
Executive Director

May 14, 2012

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

In accordance with the guidelines set forth in Article II the Education Foundation of Martin County is hereby updating our principal address.

The new principal address of the Foundation shall be:

1650 S. Kanner Highway, Suite 212
Stuart, FL 34994

The mailing address of the Foundation shall remain the same as previously recorded.

P.O. Box 291
Stuart, FL 34995

In addition, please update the phone number for the Foundation to the following.

(772)-600-8062

Sincerely,

Lisa Rhodes
Executive Director

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EDUCATION FOUNDATION OF MARTIN COUNTY, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY 17 PM 1:00

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation, thus amending in their entirety the Articles of Incorporation dated January 10, 1991, and substituting therefor the following:

ARTICLE I
NAME

The name of this corporation is EDUCATION FOUNDATION OF MARTIN COUNTY, INC. (hereinafter the "Foundation"). The Foundation was formerly known as Martin County Education Foundation, Inc.

ARTICLE II
PRINCIPAL ADDRESS AND MAILING ADDRESS

The principal address of the Foundation shall be: ~~500 EAST OCEAN BLVD. BUILDING 30 - ROOM 28, STUART, FL 34994.~~ 1650 S. Kanner Hwy Ste 212 Stuart, FL 34994

The mailing address of the Foundation shall be: P.O. BOX 291, STUART, FL 34995.

ARTICLE III
ENABLING LAW

This Foundation is organized pursuant to the Corporation Not For Profit Act of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE IV
PURPOSES

A. This Foundation is organized exclusively for charitable, scientific and other educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986. The powers of the Foundation include transacting any or all lawful business for which corporation may be incorporated under the Florida Not For Profit Corporation Act.

B. No dividends shall be paid, and no part of the income of the Foundation shall be distributed or inure to the benefit of any member, director or officer.

C. This Foundation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this

Foundation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in Paragraph A of this Article.

D. Other provisions of these Articles of Incorporation notwithstanding, this Foundation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law; or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V TERM

This Foundation shall have a perpetual existence.

ARTICLE VI INCORPORATORS

The names and addresses of the initial incorporators of the Foundation in 1991 were as follows:

BILL WILCOX, 3905 S.W. San Clemente Court, Palm City, FL 34990

JOHN ENGEL, 2981 Falmouth Drive, Stuart, FL 34997

FRANK DiPIETRO, 1288 N.W. Federal Highway, Stuart, Florida 34957

ARTICLE VII BOARD OF DIRECTORS

The manner in which the directors are elected or appointed shall be provided for in the Bylaws of this Foundation.

ARTICLE VIII REGISTERED AGENT

The address of this Foundation's registered office in the State of Florida and the agent at said address is: LISA RHODES, 500 EAST OCEAN BOULEVARD, STUART, FL 34994. Changes to the registered office and registered agent may be made by changes on the Foundation's annual report 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 IX
AMENDMENTS

These 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 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 X
DISSOLUTION

In the event of dissolution of this Foundation, property of the Foundation shall be distributed in such shares as the Board of Directors may in their sole discretion then determine to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws, or to the Federal, State or Local government for exclusive public use. Any such property not disposed of shall be disposed of by the Nineteenth Judicial Circuit Court, in and for Martin County, Florida, as said Court shall determine, to any or more organizations described herein.

The undersigned President of the Foundation hereby certifies that the above Amended Articles of Incorporation (i) were adopted on Sept. 12, 2011, by a 2/3 vote of the Board of Directors at a special meeting, (ii) were approved by the School Board of Martin County, Florida, on Nov. 15, 2011, and (iii) that no members of the Foundation were otherwise entitled to vote thereon.


RUSS REAVER

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 12th day of March, 2012, by RUSS REAVER, as President of Education Foundation of Martin County, Inc., who: [] is personally known to me, or [] has produced FLORIDA as identification, and who did not take an oath.

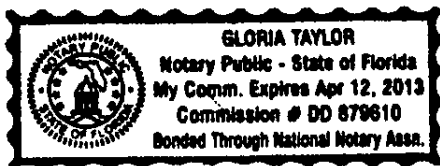
DRIVERS LICENSE

Name: Gloria Taylor

Typed, printed or stamped

I am a Notary Public of the State of Florida
having a commission number of 4.12.2013
and my commission expires: 4.12.2013.

(NOTARY SEAL)



REGISTERED AGENT

Having been named to accept service of process for the above-stated Foundation, EDUCATION FOUNDATION OF MARTIN COUNTY, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 3-13-12


LISA RHODES, Registered Agent

