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CAPITAL CONNECTION

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION of  
WELCOME HOMECARE FOUNDATION, INC.,**

Pursuant to the provisions of Chapter 617.1007 of the Florida Statutes, the Articles of Incorporation of WELCOME HOMECARE FOUNDATION, INC., a Florida Non Profit Corporation, having a 501 (c) (3) Status are amended to read as follows:

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be changed to SEACOAST CHARTER ACADEMY, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office address of this corporation is 9100 Regency Square Boulevard North, Jacksonville, Florida 32211. The mailing address of this corporation is 9100 Regency Square Boulevard North, Jacksonville, Florida 32211.

**ARTICLE III - REGISTERED AGENT**

The name and street address of the initial REGISTERED AGENT is Anthony F. Marinucci, 9570 Regency Square Boulevard, Jacksonville, Florida 32225.

**ARTICLE IV - DURATION AND MEMBERSHIP**

This corporation shall have perpetual existence and its existence commenced on May 20, 2010. The qualification for members, if any, and the manner of their admission shall be regulated by the By-Laws of the Corporation.

**ARTICLE V - BOARD OF DIRECTORS**

The method of selection of the Board of Directors and the number of directors shall be stated in the By-Laws of the Corporation.

**ARTICLE VI - CORPORATE PURPOSE**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- (a) This corporation is formed exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

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(b) To aid, support and assist by gifts, contributions, or otherwise to community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.

(c) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

(d) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

#### ARTICLE VII - 501 (C) (3) LIMITATIONS

**(a) Corporate Purposes:** Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization or corporation exempt from Federal and State 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.

**(b) Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.

**(c) No Private inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

**(d) Lobbying and Political Campaigns:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in any political campaign on any candidate for public office.

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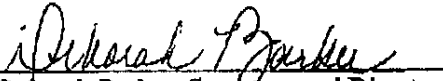
**(e) Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and/or educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the District in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

These amended and restated Articles contain Amendments adopted by unanimous vote of the Directors of the Corporation on the 17 day of June, 2010 and shall become effective upon filing with Secretary of State of the State of Florida.

WELCOME HOMECARE FOUNDATION, INC.,

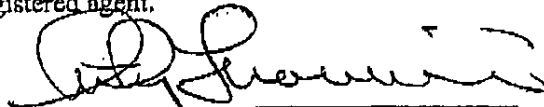
now known as:

SEACOAST CHARTER ACADEMY, INC.

By:   
Deborah Barker, Secretary and Director

**Registered Agent's Acceptance**

The undersigned having been named as registered agent and to accept service of process for the above stated corporation at the place stated in this application, I hereby accept the appointment as registered agent 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 obligations of my position as registered agent.

  
Anthony F. Marinucci