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COMAND/RESTATE/CORRECT OR O/D RESIGN
SENIOR ACHIEVEMENT OF FLORIDA'S FIRST COAST, INC.

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Articles of Amendment
to
Articles of Incorporation
of

Junior Achievement of Florida's First Coast, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N94000001106

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Junior Achievement of North Florida, Inc.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached Amended and Restated Articles of Incorporation of

Junior Achievement of North Florida, Inc.

(Attach additional pages if necessary)
(continued)

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The date of adoption of the amendment(s) was: 10-18-07

Effective date if applicable: 10-18-07
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature



(By the chairman or vice chairman of the board, president or other officer if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Donald Cameron

(Typed or printed name of person signing)

Board Chair

(Title of person signing)

FILING FEE: \$35

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JUNIOR ACHIEVEMENT OF NORTH FLORIDA, INC.
(A Florida not-for-profit corporation)**

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be "Junior Achievement of North Florida, Inc." hereinafter referred to as the "Corporation."

The address of the principal office and mailing address of this Corporation is 4049 Woodcock Drive, Suite 200, Jacksonville, Florida 32207, or at such other location within the State of Florida as may be hereafter established by the Board of Directors.

ARTICLE II - INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of this Corporation is 4049 Woodcock Drive, Suite 200, Jacksonville, Florida 32207 and the name of its current registered agent at such address is Steve St. Amand.

ARTICLE III - PURPOSE

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The general nature of the object of the corporation is to educate and inspire young people to value free enterprise, understand business and economics, and be workforce ready. Scope of programs range from kindergarten through twelfth grade.

The Corporation is formed pursuant to authority evidenced by a Contract Agreement between this Corporation and JA Worldwide®, as an educational corporation organized and existing under the laws of the State of Colorado, hereinafter called the National Organization. This corporation will share and cooperate with the National Organization in the development, promotion, financing, supervision and administration of the Educational Program of Junior Achievement, maintaining the high standards of the Program and make the Program available to as many young people as possible.

In effectuating such general purpose the Corporation may on a non-profit basis:

(a) Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any real or personal property necessary or incidental to the accomplishment of the non-profit purposes of the Corporation;

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(b) Borrow money and issue evidence of indebtedness; and secure loans and other indebtedness by mortgages, deeds of trust, pledges, or other liens upon the property of the Corporation; and

(c) Enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation.

Notwithstanding any other provision of these Articles of Incorporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of the purposes of the Corporation); and no director, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation;

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and the Treasury Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations as they now exist or they may hereafter be amended or replaced.

ARTICLE IV - POWERS

The Corporation shall have all the powers of not-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. There shall be no fewer than ten nor more than fifty-five directors, as determined from time to time as provided in the Bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation or as

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may be set forth in the Bylaws of the Corporation, including a Board Chair, President, Vice President, Secretary and Treasurer.

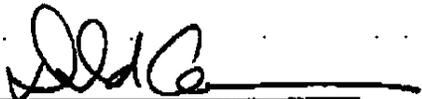
ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors of the Corporation at any annual meeting, regular meeting, or at any special meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned has executed these amended and restated Articles of Incorporation, this 18th day of October, 2007.



Donald Cameron
Board Chair

I, Donald Cameron, do hereby certify that I am the duly elected and acting Board Chair of Junior Achievement of North Florida, a Florida nonprofit corporation and that the foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the corporation on October 18, 2007.

This 18th day of October, 2007.



Donald Cameron
Board Chair