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LOWNDES DROSDICK

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N98000001877

7/28/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

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NAME: DEVON CHARTER SCHOOL, INC.

AUDIT NUMBER.....H98000013921

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COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF
TODAY, July 28, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

RECEIVED
98 JUL 28 PM 12:54
DIVISION OF CORPORATIONS

FILED
98 JUL 28 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Notices 7/28

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ARTICLES OF RESTATEMENT
FOR
DEVON CHARTER SCHOOL, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Incorporator of **DEVON CHARTER SCHOOL, INC.**, a Florida not-for-profit corporation, adopts the attached Restated Articles of Incorporation and certifies as follows:

FIRST: The name of the Corporation is Devon Charter School, Inc. (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation as filed with the Florida Secretary of State on March 30, 1998, under Charter No. N98000001877, are amended and restated in their entirety in the form attached hereto. The Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation.

THIRD: The Restated Articles of Incorporation of the Corporation provide for an amendment to Article VIII regarding distribution of the Corporation's assets upon dissolution, and the addition of Article IX to the Articles of Incorporation naming the Corporation's sole Member.

FOURTH: As the Corporation's Board of Directors has not yet been elected, the Restated Articles of Incorporation were approved by the sole Incorporator of the Corporation on July 23, 1998, and the vote cast by the sole Incorporator was sufficient for approval.

DEVON CHARTER SCHOOL, INC., a
Florida not-for-profit corporation

Dated: 7/24/98, 1998

By: Elaine Baron DeRiso
Elaine Baron DeRiso, Incorporator

THIS DOCUMENT PREPARED BY: LOUIS FREY, JR., ESQUIRE
Florida Bar No. 026663
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive
Orlando, FL 32801
(407) 843-4600

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RESTATED ARTICLES OF INCORPORATION

OF

DEVON CHARTER SCHOOL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, the sole Incorporator of DEVON CHARTER SCHOOL, INC., a Florida not-for-profit corporation (the "Corporation"), hereby amends and restates its Articles of Incorporation by executing the following Restated Articles of Incorporation.

ARTICLE I — NAME

The name of the Corporation is Devon Charter School, Inc.

ARTICLE II — PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is c/o The Devereux Foundation, 5850 T.G. Lee Boulevard, Suite 400, Orlando, Florida 32822.

ARTICLE III — PURPOSES

- A. This Corporation will organize and operate one or more charter schools pursuant to Florida Statutes Section 228.056.
- B. This Corporation is incorporated under the Florida Not-For-Profit Corporation Act exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). This Corporation is authorized to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to engage in any lawful activity in furtherance of the foregoing exempt purposes.

ARTICLE IV — ELECTION OF DIRECTORS

The Incorporator shall appoint the initial Board of Directors. The Corporation's Bylaws shall govern subsequent election of directors.

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ARTICLE V — INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent of the Corporation are Elaine Baron DeRiso, The Devereux Foundation, 5850 T.G. Lee Boulevard, Suite 400, Orlando, Florida 32822.

ARTICLE VI — INCORPORATOR

The name and address of the Incorporator to these Restated Articles of Incorporation are Elaine Baron DeRiso, The Devereux Foundation, 5850 T.G. Lee Boulevard, Suite 400, Orlando, Florida 32822.

ARTICLE VII — LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. Except as otherwise provided in Section 501(h) of the Code, 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 publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII — DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to The Devereux Foundation, a Pennsylvania nonprofit corporation located at 444 Devereux Drive, Villanova, Pennsylvania 19085, provided that The Devereux Foundation qualifies as an organization described in Section 501(c)(3) of the Internal Revenue Code at the time of the distribution. If The Devereux Foundation does not so qualify, the Board of Directors shall dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, or scientific purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so distributed by the Board of Directors shall be distributed 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.

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ARTICLE IX — MEMBER

The Corporation shall have one member. The sole member is The Devereux Foundation.

Dated: 7/24, 1998

Elaine Baron DeRiso
Elaine Baron DeRiso, Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 7/24, 1998

Elaine Baron DeRiso
Elaine Baron DeRiso, Registered Agent