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BASIC AMENDMENT

FOUNDATION FOR RURAL EDUCATION EXCELLENCE, INC.

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AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
FOUNDATION FOR RURAL
EDUCATION EXCELLENCE, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of Foundation for Rural Education Excellence, Inc. are amended and restated as follows :

ARTICLE I. NAME

The name of the corporation is: Foundation for Rural Education Excellence, Inc.

ARTICLE II. ADDRESS

The street address of the principal office of the corporation is 3841 Reid Street, Palatka, Florida 32177. The mailing address of the corporation is 3841 Reid Street, Palatka, Florida 32177.

ARTICLE III. DURATION AND EXISTENCE

The corporation will exist perpetually.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the following: to promote quality public education in member school districts ("Districts") of the North East Florida Educational Consortium ("NEFEC"); to receive hold, invest and administer property and to make expenditures to or for the benefit of public pre-kindergarten through post-secondary education in this state in the form of money, and other forms of property and services to, or for the benefit of, the Districts; to provide charitable and educational aid in the form of money and other forms of property and services to, or for the benefit of, the Districts; to promote education and other related activities of the Districts, including provisions of scholarships; to encourage research, learning and dissemination of information in which the Districts are carrying on activities; to assist in the recruitment and retention of qualified educators; and to honor educational achievements and provide incentives for the advancement of education. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise

all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The corporation will have no members.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The corporation designates 3841 Reid Street, Palatka, Florida 32177 as the street address of the registered office of the corporation and names Kevin Shay Starling as the corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The corporation shall have twelve (12) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the directors are:

David M. Buckles
Clifton V. Norris
Wes Corbett
Ken Baumer
Debbie Land
Dr. Jim Surrency

Michael B. Flanagan
Glenn McKendree
Joyce Menz
Phyllis Edwards
Bobbie Morgan
Ray Dukes

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 XI. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation on July 18, 2001. There are no members of the Corporation entitled to vote.

**FOUNDATION FOR RURAL
EDUCATION EXCELLENCE, INC.**

By: Kevin Shay Starling
Kevin "Shay" Starling, Executive Director

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.



Susan Morris Sutliff
MY COMMISSION # CC338499 EXPIRES
May 18, 2003
BONDED THRU TROY RAIN INSURANCE, INC.

Susan Morris Sutliff

Kevin Shay Starling
Kevin Shay Starling
Registered Agent

Dated: August 7, 2001