

# N08500

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### FLORIDA EDUCATION FOUNDATION, INC.

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*Amended + Restated*  
5/19/2008  
5/19

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF FLORIDA EDUCATION FOUNDATION, INC.**

THE UNDERSIGNED, Chairman of FLORIDA EDUCATION FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

FILED  
MAY 16 AM 11:45  
TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF STATE

**ARTICLE FIRST:** The name of the Corporation is FLORIDA EDUCATION FOUNDATION, INC. and its corporate charter number is N08500.

**ARTICLE SECOND:** The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was adopted by majority vote of the board of directors of the Corporation at a teleconference meeting held on April 29, 2008, in accordance with section 617.0820 of the Florida Not For Profit Corporation Act. The Corporation has no members.

**ARTICLE THIRD:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

**Article I  
Name and Address**

The name of the Corporation is Florida Education Foundation, Inc. The address of the Corporation is Florida Department of Education, 325 West Gaines Street, Tallahassee, Florida 32399-0400.

**Article II  
Duration**

The period of duration of the Corporation is perpetual unless dissolved according to law.

**Article III  
Purpose**

The Corporation is organized pursuant to Section 1001.24, Florida Statutes, as a Department of Education direct-support organization exclusively to receive, hold, invest and administer property and to make expenditures to or for the benefit of public pre-

kindergarten through twelfth grade education in Florida as authorized by section 1001.24, Florida Statutes and shall operate in a manner consistent with the goals and best interest of the Department of Education. The purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit. No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation, except as a reasonable allowance for services actually rendered to or for the Corporation which further its exempt purposes. The Corporation is organized to serve the interests of the public pre-kindergarten through twelfth grade education in the state of Florida. Accordingly, it shall not be operated for the benefit of private interests. Further, the Corporation shall provide equal employment opportunities to all persons, regardless of race, color, national origin, gender, age or religion.

#### **Article IV** **Members**

The Corporation shall have no members.

#### **Article V** **Registered Office and Agent**

The physical address of the registered office of the Corporation is:

Florida Department of Education  
325 West Gaines Street, Suite 1532  
Tallahassee, Florida 32399-0400

and the name of the registered agent at such address is Nedra L. Cordero.

#### **Article VI** **Board of Directors and Officers**

The number of persons constituting the Board of Directors of the Corporation shall consist of a number of Directors determined by the Commissioner of Education, which shall not be less than three (3), and shall include representatives from business, industry and other parts of Florida's economy. The By-Laws may provide for the selection of officers.

**Article VII**  
**Indemnification of Officers and Directors**

All officers and directors shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings), reasonably incurred in connection with any proceeding or settlement hereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**Article VIII**  
**Non-Stock Basis**

The Corporation is organized on a non-stock basis.

**Article IX**  
**Dissolution**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, whose purposes are limited to benefiting public pre-kindergarten through twelfth grade education in the state of Florida or to the State of Florida Department of Education, as the Board of Directors may determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

**Article X**  
**Original Incorporator**

The name and address of the original incorporator is:

Marshall Harris  
Department of Education  
228 Knott Building  
Tallahassee, Florida 32301

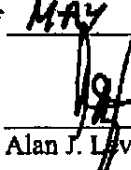
**Article XI**  
**By-Laws**

The By-Laws of the Corporation may be amended, altered or rescinded by a two-thirds (2/3) vote of the Board of Directors in accordance with the By-Laws.

**Article XII  
Amendments to the Articles of Incorporation**

The Corporation's Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 1 day of MAY, 2008.

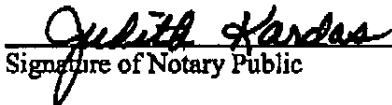
  
\_\_\_\_\_  
Alan J. Levy, Chairman

STATE OF FLORIDA  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 1st day of May, 2008, by Alan J. Levy, Chairman.



Judith Kardas  
Commission #DD341251  
Expires: Sep 10, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
(Print Notary Name)  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

AFFIX NOTARY STAMP

Personally known, or  
Produced Identification  
Type of Identification Produced: \_\_\_\_\_

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of FLORIDA EDUCATION FOUNDATION, INC., I hereby accept and agree to act in this capacity.

Dated: 5/2/08

  
\_\_\_\_\_  
Nedra L. Cordero