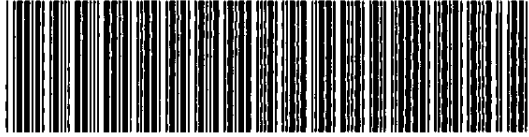


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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Requestor's Name)

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Education First, Inc.

DOCUMENT NUMBER: N09000003084

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Wilcox, Esq.

(Name of Contact Person)

David W. Wilcox, Attorney

(Firm/ Company)

308 13th St. W.

(Address)

Bradenton, FL 34205

(City/ State and Zip Code)

dwilcox@wilcox-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID W. WILCOX, ESQ. at (941) 746-2136
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

2010 DEC 23 PM 5:08

Florida Education First, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

N09000003084

(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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

800 Morgan Johnson Road

Bradenton, FL 34208

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

800 Morgan Johnson Road

Bradenton, FL 34208

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida

(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

The Articles of incorporation are amended in their entirety and the Amended Articles substituted therefor.

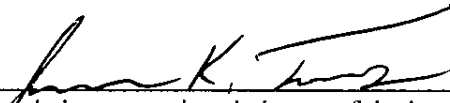
The date of each amendment(s) adoption: December 14, 2010
(date of adoption is required)

Effective date if applicable: _____
(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(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 14, 2010

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)

James K. Toomey
(Typed or printed name of person signing)

Chairman, Director
(Title of person signing)

**AMENDED
ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATION FIRST, INC.
A NOT FOR PROFIT COMPANY**

**ARTICLE ONE
NAME**

The name of this corporation is the **FLORIDA EDUCATION FIRST, INC.**

**ARTICLE TWO
STATEMENT OF CORPORATION NATURE**

This is a not for profit Corporation organized exclusively for charitable, educational and scientific purposes including, but not limited to providing funds for "education projects" that have a direct impact on student learning whether through technology, media, experience or environment; in other words the Corporation funds non-traditional learning programs since not all students learn in the same way and at the same rate. In addition, the other aspect of the organization is to ensure student safety since it is easier to teach students in a safe environment than a hostile or "at risk" location. The Corporation will provide classroom projects such as ELMO's, Whiteboards, Media Carts, and Behavioral Unit Reward Programs and school-wide projects such as Security Systems for the schools and Endowment Programs to keep kids off the streets. In addition, the Company is organized for 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.

**ARTICLE THREE
TERM**

This corporation shall have a perpetual existence.

**ARTICLE FOUR
MEMBERSHIP**

The corporation may have one or more classes of members. Designation of classes, manner of election or appointment, the duration of membership and qualifications and rights, shall be set forth in the bylaws of the corporation.

ARTICLE FIVE
INCORPORATOR

The name and address of the incorporator of the corporation is David W. Wilcox, Esquire, 308 13th Street West, Bradenton, Florida 34205.

ARTICLE SIX
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

A. The initial principal office and mailing address for the transaction of the business of this corporation is to be located in the County of Manatee at 800 Morgan Johnson Road, Bradenton, FL 34208.

B. The name and address of this corporation's registered agent is DAVID W. WILCOX, Esquire, 308 13th Street West, Bradenton, Florida 34205.

ARTICLE SEVEN
MANAGEMENT OF CORPORATE AFFAIRS

A. **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of initial Director of this corporation shall be three (3), provided however, that such number may be changed in accordance with the bylaws of the organization.

B. **ANNUAL MEETINGS.** Annual meetings shall be held on the second Monday in June of each year unless a different place and time shall be set by the Chairman or a majority vote of the Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the Board shall individually or collectively

consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

C. **INITIAL BOARD OF DIRECTORS.** The initial Board of Directors of the corporation shall be:

JAMES K. TOOMEY
6425 28th Ave. East
Bradenton, FL. 34208
USA

LORIANN M. TOOMEY
6425 28TH Ave. East
Bradenton, FL. 34208
USA

DAVID W. WILCOX
308 13TH St. W.
Bradenton, Florida 34205
USA

D. **CORPORATE OFFICERS.** The Board of Directors may elect such officers as the bylaws of this corporation may authorize.

ARTICLE EIGHT **BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or

approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

ARTICLE NINE
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, 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 of this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. In addition, a substantial amount of funds are anticipated to be generated by the sale of specialty license plates and such funds will only be expended in accordance with the additional restrictions of the enabling legislation, as amended from time to time.

ARTICLE TEN
DISSOLUTION

A. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or corresponding section of any future federal tax code, or shall be distributed to the U.S. federal government, or to a state or local government located in the U.S., for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in the county in which the principal office of the corporation is 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.


B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE ELEVEN
AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be made by the vote of a majority of a quorum of Directors of the corporation at a meeting called for that purpose, or as otherwise provided in the bylaws.

NOW, THEREFORE, We, the undersigned Directors of this corporation, for the purpose of

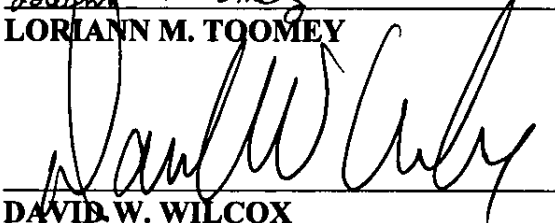
Amending the Articles of Incorporation, have executed these Articles of Incorporation on the date indicated below.



JAMES K. TOOMEY



LORIANN M. TOOMEY

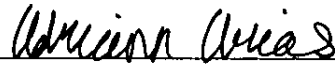


DAVID W. WILCOX

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, a Notary Public, appeared **JAMES K. TOOMEY, LORIANN M. TOOMEY and DAVID W. WILCOX**, to me known to be all the Directors, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS our hands and official seals this 20 day of Dec, 2010.



NOTARY PUBLIC

