

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC.**

Pursuant to the provisions of Section 617.1002, Florida Statutes, FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.

2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on **November 3, 2012**.

3. The Board of Directors, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment at a meeting of the members on **November 3, 2012**.

The undersigned officer of Florida Association for Staff Development, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on **November 3, 2012**.

FLORIDA ASSOCIATION FOR STAFF
DEVELOPMENT, INC.

By: _____

Name: _____

Title: _____

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME AND TERM**

(a) The name of this corporation (the “Corporation”) shall be: FLORIDA ASSOCIATION FOR STAFF DEVELOPMENT, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, including, without limitation, promoting the professional growth of school-related personnel, the driving force for improving schools to effect significant improvement in school experiences of all students in Florida. The Corporation seeks to significantly improve school experiences of Florida students by:

(i) Demonstrating, modeling, and promoting state-of-the-art professional development for educational reform;

(ii) Promoting collaboration and networking for relationships among groups seeking to meet the needs of Florida students;

(iii) Facilitating a network for all professional growth opportunities and resources for improving schools; and

(iv) Promoting significant and ongoing study and conversations about the quality of professional development in schools to improve the learning opportunities and learning success of all students and staff.

(b) Solely in connection with the foregoing purposes, the Corporation is permitted to make distributions to organizations which qualify as exempt organization under within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”),

(c) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee 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 its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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.

(iii) 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 its 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 Regulations as they now exist or they may hereafter be amended or replaced.

(iv) 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 in accordance with the Bylaws, 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE IV MEMBERS

The qualifications for membership and the manner of the admission of members shall be as stated in the Bylaws of the Corporation.

ARTICLE V BOARD OF DIRECTORS

The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE VI
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE IX
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time; and the Articles of Amendment may be signed by an officer of the Corporation.