

**AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
LACROSSE ACADEMY OF BIRMINGHAM
An Alabama Nonprofit Corporation**

Pursuant to the provisions of Title 10A of the Alabama Business and Nonprofit Entities Code of Alabama, the undersigned Alabama nonprofit corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Amended and Restated Certificate of Formation:

1. The name of the corporation is the Lacrosse Academy of Birmingham and said name remains unchanged from the original Articles of Incorporation.

2. The date of filing the original Certificate of Formation is December 28, 2012.

3. The duration of the corporation is perpetual and said duration remains unchanged from the original Certificate of Formation.

4. The location and street address of the registered office is 3313 Brook Highland Circle, Birmingham, Alabama 35242. The name of the registered agent at such address is James G. Jasinski.

5. The following amendments were adopted in the manner provided for by Title 10A of the Alabama Business and Nonprofit Entities Code of Alabama and the Bylaws of the Corporation:

(a) Article I shall remain unchanged from the original Certificate of Formation:

**ARTICLE I
NAME**

The name of the corporation is the LACROSSE ACADEMY OF BIRMINGHAM and a copy of the Name Reservation Certificate is attached hereto.

(b) Article II shall remain unchanged from the original Certificate of Formation:

**ARTICLE II
DURATION**

The duration of the corporation is perpetual.

(c) Article III shall remain unchanged from the original Certificate of Formation:

**ARTICLE III
REGISTERED OFFICE/AGENT**

The location and street address of the registered office is 3313 Brook Highland Circle, Birmingham, Alabama 35242. The name of the registered agent at such address is James G. Jasinski.

(d) Article IV shall remain unchanged from the original Certificate of Formation:

**ARTICLE IV
PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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. The purpose includes the transaction of any lawful business for which nonprofit corporations may be incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

(e) Article V shall remain unchanged from the original Certificate of Formation:

**ARTICLE V
MEMBERS**

The corporation shall have no members.

(f) Article VI shall be deleted in its entirety and the following substituted in lieu thereof:

**ARTICLE VI
BOARD OF DIRECTORS**

The number of the initial Board of Directors shall be established by the Bylaws, but in no event shall such number be less than three (3). The initial names and addresses of the Directors who shall hold office until the first annual meeting for the Directors or until their successors have been elected and qualified are as follows:

James G. Jasinski
3313 Brook Highland Circle
Birmingham, AL 35242

Julie Jasinski
3313 Brook Highland Circle
Birmingham, AL 35242

Frank Bemis
700 Reynolds Place
Vestavia Hills, AL 35242

The length of the terms of office of the directors and the method of their selection shall be as set out in the bylaws of the Corporation.

(g) Article VII shall remain unchanged from the original Certificate of Formation:

ARTICLE VII INCORPORATOR

The name and residence of the original incorporator forming this corporation is as follows:

Karen G. Knowlton
Najjar Denaburg, P. C.
2125 Morris Avenue
Birmingham, AL 35203

(h) Article VIII shall remain unchanged from the original Certificate of Formation:

ARTICLE VIII COMPENSATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

(i) Article IX shall remain unchanged from the original Certificate of Formation:

ARTICLE IX POWERS

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by this Certificate of Formation. The Board of Directors shall be elected as established in the Bylaws.

The corporation may, in its Bylaws, confer upon its Board of Directors, in addition to the foregoing and in addition to the powers and authority expressly conferred upon directors by statute, such additional powers as are appropriate.

(j) Article X shall remain unchanged from the original Certificate of Formation:

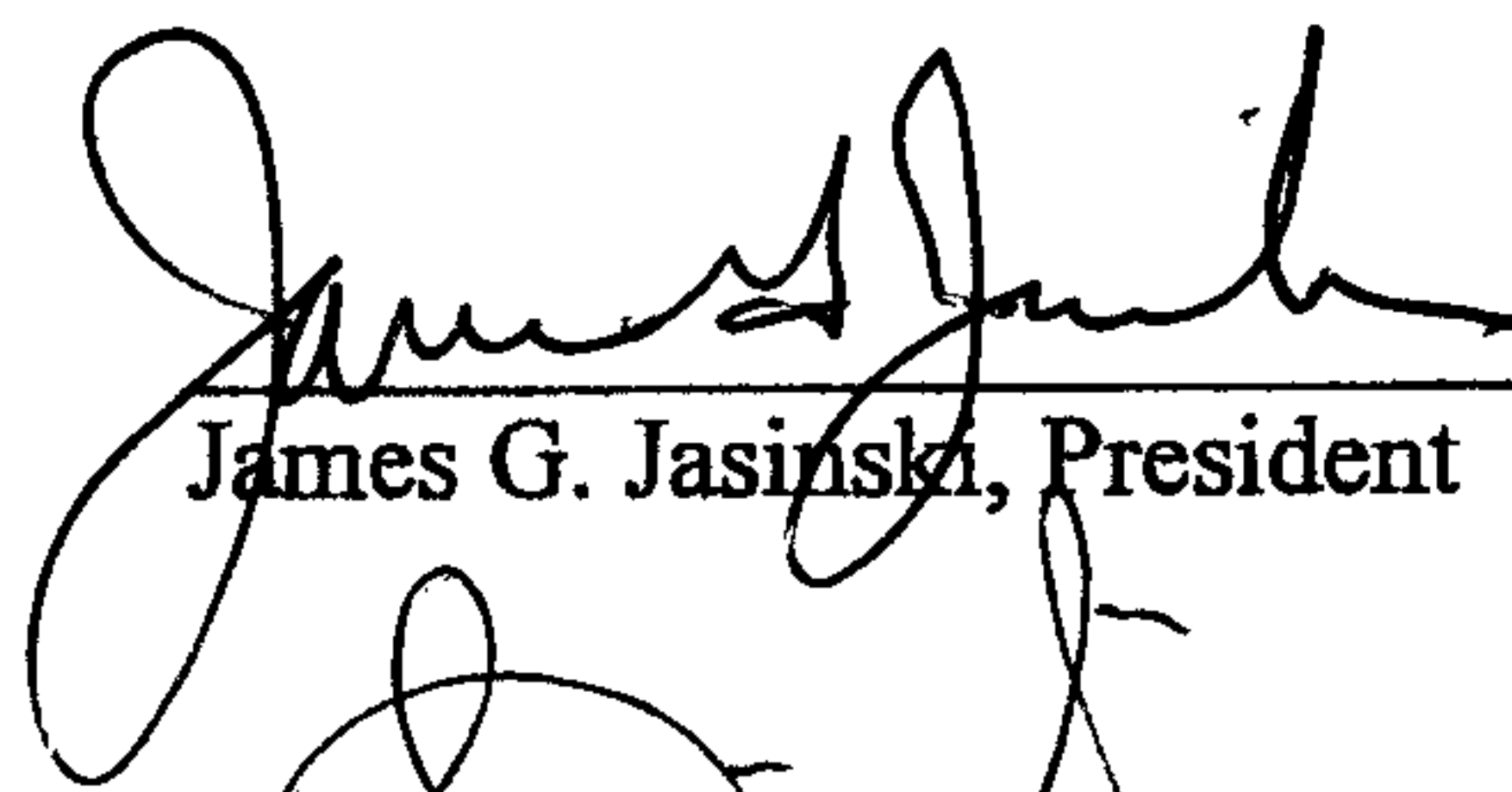
ARTICLE X DISSOLUTION

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, 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.

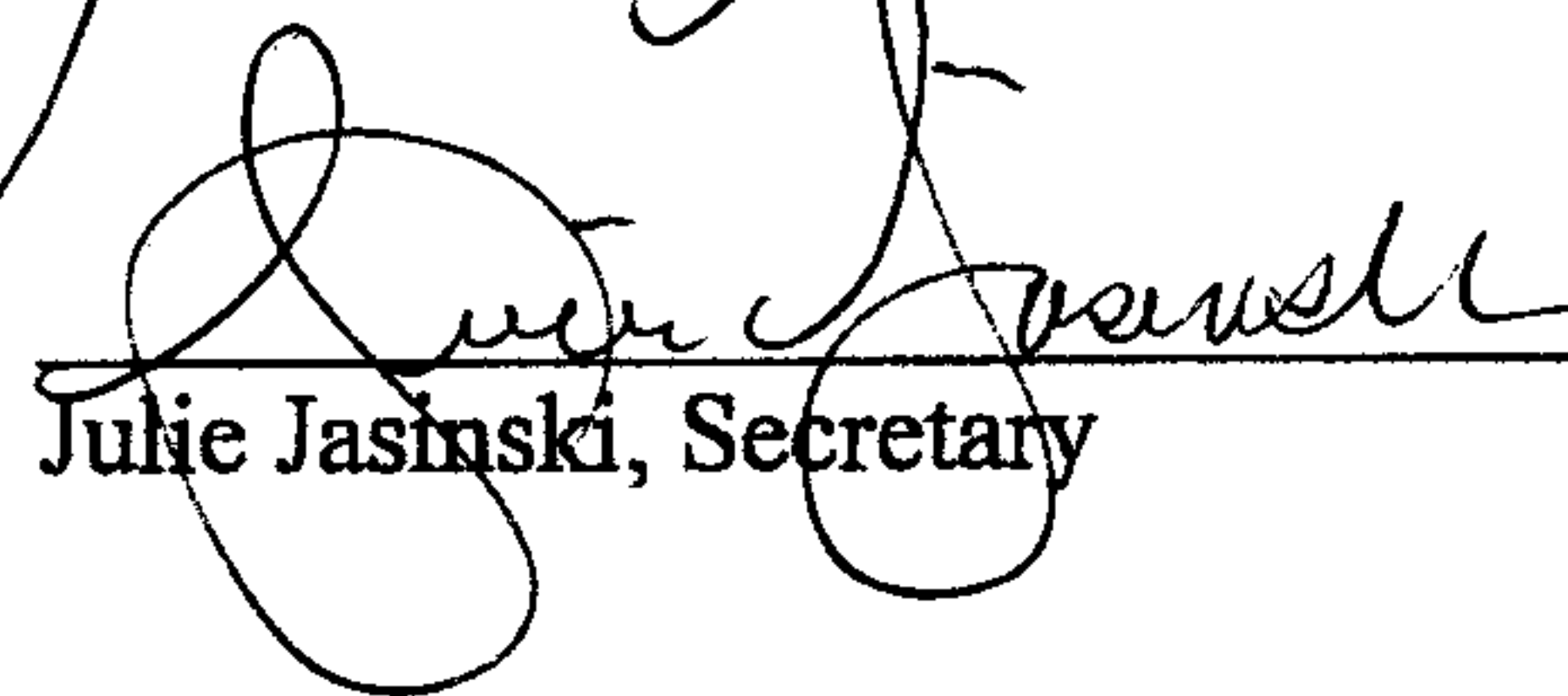
6. The foregoing Amended and Restated Certificate of Formation was adopted by the Board of Directors at a meeting of the Board of Directors held on January 8, 2013, a quorum was present at the meeting, and the foregoing amendments received a majority vote by such Board of Directors in accordance with the Bylaws of the Corporation.

7. The foregoing Amended and Restated Certificate of Formation accurately states the text of the Certificate of Formation being restated that is in effect, as further amended by the Amended and Restated Certificate of Formation; does not contain any other change in the Certificate of Formation being restated other than as heretofore amended; and has been duly adopted as required by law, and supersedes the original Certificate of Formation and all amendments thereto.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation on this 8th day of January, 2013.



James G. Jasinski, President



Julie Jasinski, Secretary