

MAR-26-02

09:09AM

FROM-Gunster, Yoakley

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736214

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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BASIC AMENDMENT

THE GILL FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 25, 2002

THE GILL FOUNDATION, INC.
1140 SEABREEZE BLVD.
P.O. BOX 21277
FT. LAUDERDALE, FL 33335

SUBJECT: THE GILL FOUNDATION, INC.
REF: 736214

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000063992
Letter Number: 902A00017772

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GILL FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The Gill Foundation, Inc., (the "Corporation"), a not for profit corporation organized under the Florida Not For Profit Corporation Act, (the "Act") does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on June 25, 1976.

2. The Amended and Restated Articles of Incorporation have been duly approved by unanimous written consent dated November 22, 2001, of the Board of Directors in accordance with Section 617.1007 of the Act. The Corporation has no members.

The undersigned, in accordance with Section 617.01201 of the Act, hereby causes to be delivered the following Amended and Restated Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation is The Gill Foundation, Inc.

ARTICLE II

ADDRESS

The address of the principal office of the Corporation is 1140 Seabreeze Boulevard, Ft. Lauderdale, Florida 33334. The mailing address of the Corporation is P.O. Box 21277, Ft. Lauderdale, Florida 33335.

ARTICLE III

PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes. The terms charitable, scientific, religious and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code").

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Without limiting the generality of the foregoing, the purposes of this corporation shall include the following:

- a. Making grants to other charitable, scientific, religious and educational organizations;

provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this corporation, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article III.

ARTICLE IV

BOARD OF DIRECTORS

This corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of this corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws.

The board of directors shall consist of three (3) persons, who shall hold office until the third annual meeting of the board of directors and until their successors are duly elected and qualified, all as provided in the bylaws. The number of members of the board of directors shall not be less than three (3) and shall be fixed by, or in the manner prescribed in, the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.

ARTICLE V

OTHER POWERS AND LIMITATIONS

This corporation shall have all the powers of a corporation organized under the Florida Not For Profit Corporation Act; provided, however, that none of the powers of this corporation shall be

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exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation.

Any powers granted by the provisions of this Article V to the contrary notwithstanding, this corporation:

(a) Shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

(b) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

(c) Shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

(d) Shall not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect; and

(e) Shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

ARTICLE VI

DISSOLUTION

This corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Code Section 501(c)(3) (or any successor legislation) as the Board of Directors (or in their absence as a court of competent jurisdiction) shall determine.

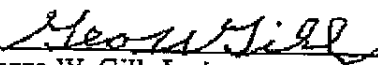
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ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is Valdes-Fauli Corporate Services, Inc., 500 East Broward Boulevard, Suite 1400, Ft. Lauderdale, Florida 33394 and the name of the Registered Agent of the Corporation is Valdes-Fauli Corporate Services, Inc.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of the Corporation under the laws of the State of Florida, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 22nd day of November, 2001


George W. Gill, Jr.
President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent for The Gill Foundation, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Amended and Restated Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

VALDES-FAULI CORPORATE SERVICES, INC.

By: 

James B. Davis, Vice-President
Registered Agent

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