

Gary M. Crist
Attorney

N 48080

January 25, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: The Dan Marino Foundation, Inc.

Dear Sir or Madame:

Enclosed herewith are the original and a copy of the Amended and Restated Articles of Incorporation of The Dan Marino Foundation, Inc.

Also enclosed is the Thirty-Five Dollar (\$35.00) filing fee. Please return a file-stamped copy to the following address:

Gary M. Crist, Esq.
1150 S. U.S. Hwy. # 1
Suite 401
Jupiter, FL 33477

Thank you.

Sincerely yours,

Gary M. Crist
Amend + Restate
2-1-01
MS

Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated Articles of Incorporation

of

The Dan Marino Foundation, Inc.

The Dan Marino Foundation, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 617.1006 and 617.1007, Florida Statutes that:

1. The name of the Corporation is The Dan Marino Foundation, Inc. ("the Corporation").
2. There are no members entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on January 22, 2001.
3. The text of the Articles of Incorporation of The Dan Marino Foundation, Inc., is hereby amended and restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

Article I

Name

The name of the corporation is:

THE DAN MARINO FOUNDATION, INC.

Article II

Exempt Status

The corporation is formed to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or shall inure to the benefit of, its members, directors, members of the Board of Advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, 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

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Revenue Code of 1986, as amended, ("the Code"), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code.

All references in these Articles to Sections of the Code shall be deemed to include reference to any corresponding provisions of any future United States Internal Revenue Law.

Article III

Purpose

The Corporation is formed for charitable purposes within the meaning of Section 501 (c) (3) of the Code to be a public charity which raises funds for the benefit of and to provide and support innovative interdisciplinary treatment programs for children with special needs, and any and all related public and charitable purposes; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of this Corporation, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provisions thereto.

Article IV

Duration

The Corporation shall have perpetual existence, which shall commence upon issuance of its corporate charter.

Article V

Principal Office

The principal office of the Corporation is:

The Dan Marino Foundation, Inc.
2500 Weston Road
Suite 403
Weston, FL 33331

Article VI

Members

The qualifications for membership, if any, in the Corporation and the manner of admission of members, if any, shall be as regulated by the By-laws of the Corporation.

Article VII

Registered Agent

The registered agent of the Corporation is Craig Sherman, Esq., whose current office is:

Craig Sherman, Esq.
Sherman Law Offices
1000 Corporate Drive
Suite 310
Fort Lauderdale, FL 33334

ARTICLE VIII

Board of Directors

The Board of Directors of the Corporation shall consist of three (3) directors, or such higher number as may be determined by the Board of Directors, who shall be elected in the manner provided for in the By-laws. The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

ARTICLE IX

Income and Distribution

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the

event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which shall qualify under Section 501 (c) (3) of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE X

Indemnification

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, member of the Board of Advisors, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, member of the Board of Advisors, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and members of the Board of Advisors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified

by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor and officer and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.
