

CT System

*Handwritten:* NB 00003554

July 6, 1995

CT Corporation System  
3547 West Main Street  
Bldg. B-100  
Minneapolis, MN 55401  
612-337-1000  
Fax: 612-337-2504

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Darden Restaurants, Inc. Foundation**  
Order #: 333753

Counsel: Beverly Rosenberg  
General Mills, Inc.  
Legal Department  
One General Mills Blvd.  
Minneapolis, MN 55426

Gentlemen:

As requested by counsel, we enclose for filing an incorporation on behalf of this non-profit corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-626-1773.

Very truly yours,

*Handwritten:* 07/18/95 74567

*Signature:* James A. Skjerven  
Technical Specialist

/jas

Enclosure(s)

*Handwritten:* 7/9/95  
*Signature:* [Signature]

800001539258  
-07/18/95--01006--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Handwritten:* 06/29  
06/29  
06/29/



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 19, 1995

JAMES A. SKJERVEN  
454 NORTHWEST MIDLAND  
BANK BLDG.  
MINNEAPOLIS, MN 55401

SUBJECT: DARDEN RESTAURANTS, INC. FOUNDATION  
Ref. Number: W95000014567

We have received your document for DARDEN RESTAURANTS, INC. FOUNDATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 495A00034627

ARTICLES OF INCORPORATION  
OF  
DARDEN RESTAURANTS, INC. FOUNDATION

The undersigned, for the purpose of forming a charitable corporation under the provisions of the Florida Not For Profit Corporation Act, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be "Darden Restaurants, Inc. Foundation."

ARTICLE II

The purposes of this corporation are to receive and administer funds for exclusively scientific, literary, religious, charitable or educational purposes. For the purposes aforesaid, this corporation shall be entitled to receive and accept gifts and bequests of money or property, whether real, personal or mixed, and to assent to and carry out conditions, if any, attached to such gifts or bequests if such conditions are not incompatible with the purposes of this corporation as herein set forth; and, subject to limitations, if any, imposed by law or by instruments of transfer of any gift or bequest, to hold, invest and reinvest, grant, sell, mortgage, lease, lend, make gifts of, use and otherwise dispose of any such money or property so received by this corporation, including the income therefrom, for any of the purposes of this corporation as hereinabove set forth.

ARTICLE III

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net income of this corporation shall inure to the benefit of any private member, stockholder or individual, and no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

In event of dissolution or liquidation of this corporation, all of its assets shall pass to and vest in such other organization or organizations organized for exclusively scientific, literary, religious, charitable or educational purposes, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, as the trustees

may determine and in no event shall the corporate assets or any part thereof vest in or be distributed to any private member, stockholder or individual or be returned or distributed to any donor thereof.

#### ARTICLE IV

The period of duration of this corporation shall be perpetual.

#### ARTICLE V

The street address of the principal office and, if different, the mailing address of the corporation is:

5900 Lake Ellenor Drive  
Orlando, Florida 32809

P.O. Box 593330  
Orlando, Florida 32859

#### ARTICLE VI

The location of this corporation's registered office in this state shall be 5900 Lake Ellenor Drive, Orlando, Florida 32809, and the registered agent shall be Darden Restaurants, Inc.

#### ARTICLE VII

The name and address of the incorporator of this corporation is as follows:

Joe R. Lee  
5900 Lake Ellenor Drive  
Orlando, Florida 32809

#### ARTICLE VIII

The members of this corporation shall consist of those persons who from time to time are the duly elected, qualified and acting members of the Board of Directors of Darden Restaurants, Inc., a Florida corporation, and each member shall be entitled to one (1) vote in the affairs of this corporation. If for any reason the Board of Directors of Darden Restaurants, Inc. shall cease to exist by reason of dissolution, reorganization, merger,

consolidation of the corporation, or cause, the then members of the Board of Trustees of this corporation shall thereupon become the members of this corporation and shall be entitled to all powers and rights granted to members by these Articles and the Florida Not For Profit Corporation Act, as the same has been or may hereafter be amended, including the right to fill vacancies in the membership and to add additional members.

#### ARTICLE IX

The affairs of the corporation shall be managed by a Board of Trustees consisting of not less than five (5) trustees, at least two (2) of whom shall be members of this corporation. The trustees shall be elected by the members. The terms of office of the trustees, the manner of filling vacancies in the Board of Trustees and the manner of removing trustees shall be as specified in the By-Laws of this corporation. Unless otherwise provided in the By-Laws, the term of office of members of the Board of Trustees shall be one (1) year.

The first Board of Trustees shall consist of six persons, to hold office until the first annual meeting of the members, and their names and addresses are as follows:

Joe R. Lee  
7550 Hinson Court, #12-C  
Orlando, FL 32819

Blaine Sweatt III  
8963 Crichton Woods Drive  
Orlando, FL 32819

Ronald M. Magruder  
1866 Bear Creek Cove  
Longwood, FL 32779

Richard J. Walsh  
2401 Norfolk Rd.  
Orlando, FL 32803

Jeffrey J. O'Hara  
5404 Monterrey Club Ct.  
Windemere, FL 34786

Clifford L. Whitehill  
3746 Meadowbrook Lane  
Orlando, FL 32819

#### ARTICLE X

There shall be no personal liability of members of this corporation for corporate obligations.

#### ARTICLE XI

This corporation shall have no capital stock.

#### ARTICLE XII

Notwithstanding any other provision of these Articles of Incorporation:

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The corporation 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 corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 as amended, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE XII

Except as limited by these Articles or by the By-Laws, this corporation, its trustees and officers, shall have all the powers and duties provided for in the Florida Not For Profit Corporation Act, as the same has been or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned have executed these presents  
this 19th day of June, 1995.

  
\_\_\_\_\_  
Joe R. Lee, Incorporator

Having been named as registered agent and to receive service of process for the aforementioned corporation at the place designated in these provisions, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

DARDEN RESTAURANTS, INC.

Dated: June 29, 1995

By:   
Joe R. Lee



# N 95000003554

Document Number Only

95 OCT 20 11 23 39  
DIVISION OF REVENUE

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

CORPORATION(S) NAME

000000110104100  
0000000000000000

95 OCT 20 11 23 39  
SECRET  
MAIL ROOM

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CJS/ G/S
- After 4:30
- Pick Up

Name
Avallability
Document Examiner
Updater
Verifler
Acknowledgment
W.P. Verfler

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

95 OCT 20 11 23 39

N. HENDRICKS OCT 20 1995

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DARDEN RESTAURANTS, INC FOUNDATION

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FILED  
95 OCT 20 PM 2 04  
SECRET  
TALLAHASSEE

I, Clifford L. Whitehill, Secretary of Darden Restaurants, Inc Foundation, a not-for-profit corporation organized and existing under and by virtue of the laws of the State of Florida, do hereby certify

FIRST That the name of the corporation is Darden Restaurants, Inc Foundation

SECOND That Article III of the Articles of Incorporation of Darden Restaurants, Inc Foundation is amended to read as follows

"This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net income of this corporation shall inure to the benefit of any private member, stockholder or individual, and no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

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 of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes."

THIRD That the first appearing Article XII of the Articles of Incorporation of Darden Restaurants, Inc Foundation is amended to read as follows.

"Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law "

FOURTH That the second appearing Article XII of the Articles of Incorporation of Darden Restaurants, Inc Foundation is renumbered as Article XIII

FIFTH That this Amendment was adopted by the Members of Darden Restaurants, Inc Foundation as of October 19, 1995, and the number of votes cast for the amendment was sufficient for approval

SIXTH That this Amendment shall be effective upon filing

IN WITNESS WHEREOF, this corporation has caused these Articles of Amendment to the Articles of Incorporation to be signed by Clifford L Whitehill, its Secretary, this 19<sup>th</sup> day of October, 1995

DARDEN RESTAURANTS, INC  
FOUNDATION

By Clifford L Whitehill  
Clifford L Whitehill  
Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of October, 1995 by Clifford L Whitehill, Secretary of Darden Restaurants, Inc Foundation, on behalf of the corporation

Diane Cleversey  
Notary Public

My commission expires \_\_\_\_\_



OFFICIAL SEAL  
DIANE CLEVERSEY  
My Commission Expires  
MAY 15, 1997  
Comm. No. CC 281E16