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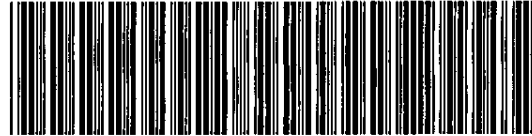
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February 6, 2012

Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Samuel E. and Mary W. Thatcher Foundation, Inc.  
Document No. 764885  
Amended and Restated Articles of Incorporation

To Whom It May Concern:

Enclosed for filing are an original and one (1) copy of Amended and Restated Articles of Incorporation of Samuel E. and Mary W. Thatcher Foundation, Inc. Also enclosed is our check in the amount of \$35.00 for the filing fee.

Please send the acknowledgment to the undersigned, and please contact me if you have any questions.

Sincerely,



Nancy Jones  
Florida Registered Paralegal

Enclosures  
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TALLAHASSEE FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.  
(A Florida Not-For-Profit Corporation)**

The SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC. (the "Corporation"), a corporation organized and existing under and by virtue of 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 September 30, 1982, were amended and restated on November 7, 1991, were amended again on August 31, 1994, on February 22, 1996 and on April 24, 2001, were amended and restated on January 20, 2004 and were amended on January 24, 2005.

2. The Amended and Restated Articles of Incorporation set forth herein have been duly approved by corporate action in lieu of a meeting dated as of October 25, 2011 by a majority of the members of the Corporation in accordance with Sections 617.1002 and 617.0701(4) of the Act.

3. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

**ARTICLE I**

Name

The name of the Corporation is the SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.

**ARTICLE II**

Existence

The Corporation shall remain in existence until the complete settlement of the estate of JOHN W. THATCHER, the Initial Member, after his death. The Corporation shall be dissolved and liquidated as soon after that settlement as is possible under the circumstances, and the assets of the Corporation shall then be distributed as set forth in Article X below. The certification of the fiduciaries of John W. Thatcher's estate that his estate has been settled shall control.

**ARTICLE III**

Address

The Corporation's principal place of business and mailing address is One Southeast Third Avenue, Suite 1750, Miami, Florida 33131.

## ARTICLE IV

### Purpose

1. The general purpose for which the Corporation is formed is to operate exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as now in effect or as may hereafter be amended (the "Code"), and Section 617.0301 of the Act.

2. The specific and primary purpose for which the Corporation is formed is the advancement of religion, charity and education by the distribution of its assets for those purposes.

## ARTICLE V

### Limitations and Restrictions

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member, director, or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. The Corporation shall pay no dividends.

2. 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, directly or indirectly, 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.

3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

4. Notwithstanding any other provision of these Articles, the Corporation shall not: (i) engage in any act of "self dealing" as defined in Section 4941(d) of the Code; (ii) fail to distribute its income at such time and in such manner as would subject the Corporation to the tax on undistributed income under Section 4942 of the Code; (iii) retain any "excess business holdings" as defined in Section 4943(c) of the Code; (iv) make any "jeopardizing investments", as such term is used in Section 4944 of the Code; or (v) make any "taxable expenditures" as defined in Section 4945(d) of the Code.

5. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed in accordance with the "Member's Memorandum" (as defined herein) to organizations described in Code Section 170(b)(1)(A) (other than in clauses (vii) and (viii)),

where each such organization has been in existence and so described for a continuous period of at least 60 calendar months immediately preceding such distribution thereto (a "Qualifying Organization"), and none of the assets shall be distributed to any member, officer or director of the Corporation or to any other person.

## **ARTICLE VI**

### **Membership**

The members of the Corporation shall consist of the Initial Member and such other persons as shall be appointed to membership in the manner stated in the Bylaws of the Corporation.

## **ARTICLE VII**

### **Management of the Corporation; Board of Directors**

1. All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors, subject to any limitations set forth in these Articles of Incorporation.

2. The Corporation shall have not less than three (3) directors and not more than seven (7) directors. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than three (3). Directors shall be elected to the Board of Directors in the manner stated in the Bylaws of the Corporation. The directors need not be members of the Corporation unless so required by the Bylaws.

## **ARTICLE VIII**

### **Registered Office and Agent**

The registered office of the Corporation is One Southeast Third Avenue, Suite 1750, Miami, Florida 33131 and the registered agent of the Corporation at such office is **Paul M. Stokes**.

## **ARTICLE IX**

### **Amendment**

These Articles of Incorporation may be amended in whole or in part by the Initial Member and, upon the death or disability of the Initial Member, by a majority vote of the members pursuant to the procedure outlined in the Bylaws.

## **ARTICLE X**

### **Dissolution and Distribution of Assets**

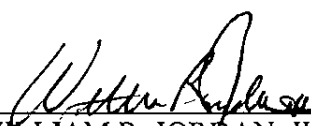
1. Upon the death of the Initial Member, the Corporation shall be dissolved and its assets distributed as provided in the Member's Memorandum as soon after the complete settlement of the estate of JOHN W. THATCHER as is possible under the circumstances. The


certification of the fiduciaries of JOHN W. THATCHER's estate that his estate has been settled shall control.

2. The Initial Member may prepare one or more separate written lists (each, a "Member's Memorandum") setting forth a list of organizations and the corresponding share of the Corporation's assets that shall be distributed to each such organization upon the dissolution of the Corporation. To be effective, a Member's Memorandum must be (a) signed by the Initial Member, (b) delivered to the Corporation's Board of Director's, (c) make specific reference to this Article, and (d) be executed in accordance with requirements for an effective Will under Florida law. If there is a conflict, the most recent Member's Memorandum shall control. The Corporation's Board of Directors will not be bound by any Member's Memorandum produced or discovered more than three months after the Initial Member's date of death.

3. If an organization listed in the Member's Memorandum is not a Qualifying Organization, the distribution intended for such non-qualifying organization shall not be made and shall instead be distributed to the Salvation Army; provided, however, that if the Salvation Army is not then a Qualifying Organization, such distribution shall be divided proportionately among such of the other organizations listed in the Member's Memorandum that are Qualifying Organizations as of the date of distribution.

**IN WITNESS WHEREOF**, for the purposes of Amending and Restating the Articles of Incorporation for this not-for-profit corporation under the laws of the State of Florida, the undersigned have executed these Amended and Restated Articles of Incorporation ~~on~~ as of October 25, 2011.

  
WILLIAM R. JORDAN, III, Additional Member / President

  
PAUL M. STOKES, Additional Member

See additional page  
DAVID RICHARDSON, Additional Member

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WILLIAM R. JORDAN, III, Additional Member

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PAUL M. STOKES, Additional Member

  
\_\_\_\_\_  
DAVID RICHARDSON, Additional Member