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Division of Corporations

FAX NO.

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N00841

Florida Department of State
Division of Corporations
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To:

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Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425-7010
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

EARL GORMAN FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Restated Art

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4/16/04*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 9, 2004

EARL GORMAN FOUNDATION, INC.
P O BOX 420699
KISSIMMEE, FL 34742US

SUBJECT: EARL GORMAN FOUNDATION, INC.
REF: N00841

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 contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please note that if pages 3 and 4 are being made part of this document, they must be complete.

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) 245-6027.

Michelle Milligan
Document Specialist

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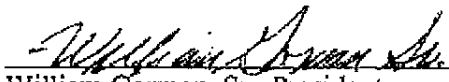
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
OF THE ARTICLES OF INCORPORATION
AND CERTIFICATE
OF
EARL GORMAN FOUNDATION, INC.
A Florida Not For Profit Corporation**

THE UNDERSIGNED, as President of EARL GORMAN FOUNDATION, INC., a Florida not for profit corporation, Florida Document Number N00841 (the "Corporation"), in accordance with Section 617.1007, Florida Statutes, hereby submits for filing these Articles of Restatement of the Articles of Incorporation of the Corporation.

1. **Name of Corporation.** The name of the Corporation is "EARL GORMAN FOUNDATION, INC."
2. **Text of Amended and Restated Articles.** The text of the First Restatement of Articles of Incorporation of the Corporation is attached hereto as Exhibit A.
3. **No Requirement for Members Approval.** There are no members of the Corporation, and the Board of Directors of the Corporation unanimously adopted these Articles of Restatement and Certificate and the First Restatement of Articles of Incorporation.
4. **Date of Authorization.** The First Restatement of Articles of Incorporation was adopted by the unanimous written action of the Directors of the Corporation on February 10, 2004.
5. **Sufficiency of Vote.** The First Restatement of Articles of Incorporation was unanimously approved by the Corporation's Directors, which is a vote sufficient to approve the Amendment under the Corporation's Articles of Incorporation and Bylaws and under the laws of the State of Florida.
6. **Effective Date of First Restatement of Articles of Incorporation.** The First Restatement of Articles of Incorporation shall be effective immediately upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Restatement and Certificate this 31st day of March, 2004.


William Gorman, Sr., President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

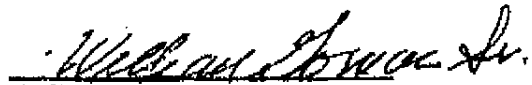
In compliance with Section 48.091, Florida Statutes, the following is submitted:

EARL GORMAN FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 9781 SE 175th Lane, Summerfield, Florida 34491, has named and designated William Gorman, Sr. as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15 day of April, 2004.


William Gorman, Sr.
Registered Agent

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EXHIBIT A
FIRST RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
EARL GORMAN FOUNDATION, INC.

The undersigned, being of legal age and competent to contract, for the purpose of restating a not for profit corporation's articles of incorporation pursuant to the laws of the State of Florida, hereby adopt the following First Restatement of Articles of Incorporation, and hereby agree and certify as follows:

ARTICLE I
NAME

The name of the Corporation shall be EARL GORMAN FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

Principal place of business: 1450 Granada Blvd., Kissimmee, FL 34746;

Mailing address: P.O. Box 420699, Kissimmee, FL 34742.

ARTICLE III
PURPOSES

(a) This Corporation is created to devote and apply its funds for charitable, religious, educational and scientific purposes, purposes either directly or indirectly by contributions to organizations duly authorized to carry on such activities and which have established their tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, and the property, assets, profits and net income of this Corporation are irrevocably dedicated to such purpose.

(b) The specific purpose of this Corporation shall be to generate funds from various investments to be used in the furtherance of the general purpose. This Corporation shall participate in no activity which shall not be directly in furtherance of said specific purpose.

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ARTICLE IV
MANNER OF ELECTION

The manner in which directors are elected or appointed: Directors are elected/appointed by a majority vote of the Board of Directors.

ARTICLE V
DIRECTORS AND/OR OFFICERS

Missy Albery, Director
William Gorman, Sr., Director
Bertha Gorman, Director

ARTICLE VI
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 9781 SE 175th Lane, Summerfield, FL 34491, and the registered agent of the Corporation at that address shall be William Gorman, Sr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII
PERSONS EXECUTING

The name and street address of the persons signing this First Restatement of Articles of Incorporation are:

William Gorman, Sr., Director
9781 SE 175th Lane
Summerfield, FL 34491

Missy Albery, Director
1450 Granada Blvd.
Kissimmee, FL 34746

Bertha Gorman, Director
9781 SE 175th Lane
Summerfield, FL 34491

IN WITNESS WHEREOF, the undersigned, being the Chairperson of the Board of Directors hereinbefore named and the Directors, for the purpose of restating the articles of incorporation of the not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby make and file these Articles of

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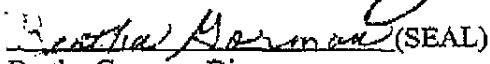
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Incorporation declaring and certifying that the facts stated herein are true, and hereunto each sets his or her hand and seal this 10 day of Feb, 2004.

 (SEAL)
William Gorman, Sr., Director

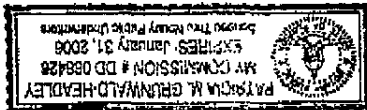
 (SEAL)
Missy Albery, Director

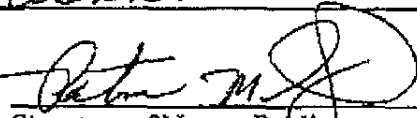
 (SEAL)
Bertha Gorman, Director

STATE OF FLORIDA)
COUNTY OF ORANGE) Sealed

The foregoing instrument was acknowledged before me this 10th day of Feb, 2004, by William Gorman, Sr., as Director of the Corporation.

Personally Known _____ OR Produced Identification Per License
Type of Identification Produced: Per License




Signature of Notary Public

PATRICIA M GRUNWALD-HEADLEY
Name of Notary Public

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 6th day of FEBRUARY, 2004, by Missy Albery, as Director of the Corporation.

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced: _____



Rachael S. Douglas
My Commission DD062578
Expires October 3, 2005


Signature of Notary Public

RACHAEL S. DOUGLAS
Name of Notary Public

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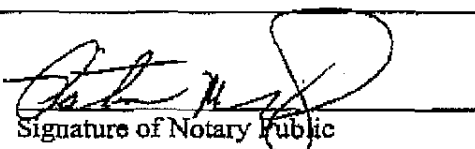
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STATE OF FLORIDA)
COUNTY OF ORANGE)

Sumter

The foregoing instrument was acknowledged before me this 17th day of
Feb, 2004, by Bertha Gorman, as Director of the Corporation.

Personally Known _____ OR Produced Identification See Receipt
Type of Identification Produced: _____


Signature of Notary Public

PATRICIA M GRUNWALD-HEADLEY
Name of Notary Public

