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*Amended
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Articles*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DOR
8/22/11*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Stainbrook Family Foundation, Inc.

DOCUMENT NUMBER: N01000003320

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bruce P. Chapnick, Esq.

Name of Contact Person

Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.

Firm/ Company

2033 Main Street, Suite 600

Address

Sarasota, FL 34237

City/ State and Zip Code

JoStainbrook@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bruce P. Chapnick

Name of Contact Person

at (941)

366-8100

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ICARD MERRILL

ATTORNEYS & COUNSELORS

Bruce P. Chapnick
Attorney At Law

2033 Main Street
Suite 600
Sarasota, FL 34237
941.366.8100
Direct: 941.552.3889
Fax: 941.366.6384
bchapnick@icardmerrill.com

icardmerrill.com

August 17, 2011

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: The Stainbrook Family Foundation, Inc.
Our File No.: 60385-90554

Dear Sir or Madam:

Enclosed for filing please find one (1) original of the Articles of Amendment and Restatement of Articles of Incorporation of The Stainbrook Family Foundation, Inc., together with a check (# 079325) in the amount of Thirty Five and 00/100 Dollars (\$35.00) represents the filing fee. Please forward the letter of acknowledgment to our office once filed.

Should you have any questions, please feel free to contact me.

Thank you.

Cordially,
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Kim Kellett
Legal Assistant to Bruce P. Chapnick

/kk
w/encs.

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FILED

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
THE STAINBROOK FAMILY FOUNDATION, INC.

2011 AUG 18 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida not For Profit Corporation Act, Chapter 617, this Corporation adopts the following Amendment and Restatement of the Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally filed on May 11, 2001, and filed as Document Number N01000003320.
2. The name of the Corporation is The Stainbrook Family Foundation, Inc.
3. These Articles of Amendment and Restatement of the Articles of Incorporation of The Stainbrook Family Foundation, Inc. were adopted on June 23, 2011 by the Board of Directors of the Corporation and the Member. The number of votes cast for the Articles of Amendment and Restatement were sufficient for approval.
4. This Corporation's Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I - NAME

The name of this Corporation ("Corporation") is THE STAINBROOK FAMILY FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the Corporation is located at 2116 Casey Key Road, Nokomis, FL 34275. The mailing address of the Corporation is 2116 Casey Key Road, Nokomis, FL 34275. The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation is located at 2033 Main Street, Suite 600, Sarasota, FL 34237. The registered agent is Bruce P. Chapnick, whose address is 2033 Main Street, Suite 600, Sarasota, FL 34237.

ARTICLE III - NON-PROFIT PURPOSE; PURPOSES

This Corporation is organized exclusively: (a) for charitable, religious, educational and scientific purposes within the meaning of Internal Revenue Code ("IRC") Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under IRC Section 501(c)(3), or corresponding sections of any future federal tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a Corporation may be formed under the Florida Not For Profit Corporation Act; and (b) to acquire

funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific and educational purposes as the Board of Directors of the Corporation may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE IV - POWERS; LIMITATIONS ON POWERS

POWERS:

This Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3) and which are convenient or necessary to effect the purposes of the corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) 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.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(5) Notwithstanding any other provision of these articles, 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 IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

ARTICLE V - PRIVATE FOUNDATION; LIMITATIONS ON OPERATIONS

The Corporation is a Private Foundation within the meaning of IRC Section 509, and the provisions of this Article shall apply.

(1) The Corporation will 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 IRC Section 4942, or corresponding provisions of any later federal tax laws.

(2) The Corporation will not engage in any act of self-dealing as defined in IRC Section 4941(d), or corresponding provisions of any later federal tax laws.

(3) The Corporation will not retain any excess business holdings as defined in IRC Section 4943(c), or corresponding provisions of any later federal tax laws.

(4) The Corporation will not make any investments in a manner that would subject it to tax under IRC Section 4944, or corresponding provisions of any later federal tax laws.

(5) The Corporation will not make any taxable expenditures as defined in IRC Section 4945(d), or corresponding provisions of any later federal tax laws.

ARTICLE VI - QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

(1) The membership shall be open to all persons interested in the objectives of the corporation. The members of the corporation shall be:

Clarita Jo Stainbrook
Jeremy Todd Stainbrook
Sara Lou Stainbrook Watkins
Jeffrey K. Stainbrook

(2) The By-Laws of the corporation may prescribe additional qualifications for membership and may provide for additional classes of members.

(3) Prospective members shall be admitted to membership upon approval by the Board of Directors, according to procedures and limitations established in the By-Laws.

ARTICLE VII - TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation of this Corporation was: Charles L. Stainbrook, 2116 Casey Key Road, Nokomis, FL 34275.

ARTICLE X - OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws. The officers shall be: a President, Vice-President, Secretary and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE XI - NAME OF OFFICERS

The names of the officers of the Corporation and their officership are as follows:

Clarita Jo Stainbrook	President / Treasurer
Jeremy Todd Stainbrook	Vice President / Secretary

ARTICLE XII - NAME AND ADDRESS OF DIRECTORS

The number of Directors shall be four (4). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the persons who shall serve as directors until the next annual meeting of the Corporation are:

Clarita Jo Stainbrook	2116 Casey Key Road Nokomis, FL 34275
Jeremy Todd Stainbrook	627 N. Macewen Drive Osprey, FL 34229
Sara Lou Stainbrook Watkins	2611 Cambridge West Lafayette, IN 47906
Jeffrey Kuhn Stainbrook	900 Arbor Avenue, #5 Fort Collins, CO 80526

ARTICLE XIII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and

every member of the Corporation, ten (10) days prior to the regular or special meeting of the Corporation; provided, however, that any amendment will not adversely affect the status of the corporation as an organization qualifying under IRC Section 501(c)(3).

ARTICLE XIV - INDEMNIFICATION

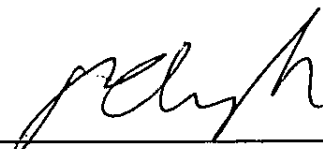
The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned officer has hereunto executed these Articles of Amendment and Restatement of Articles of Incorporation as of June 24, 2011, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Amendment and Restatement of Articles of Incorporation and certifies that the facts herein stated are true.


CLARITA JO STAINBROOK, PRESIDENT

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for The Stainbrook Family Foundation, Inc., at the place designated in the Articles of Amendment and Restatement of Articles of Incorporation, then undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



BRUCE P. CHAPNICK, REGISTERED AGENT

Date: August 8, 2011