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MIKE LOWELL FOUNDATION, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MIKE LOWELL FOUNDATION, INC.
(A Not-For-Profit Corporation)**

The undersigned, acting as all of the Members and Directors of the MIKE LOWELL FOUNDATION, INC., a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following as Amended and Restated Articles of Incorporation ("Articles of Incorporation") for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be the MIKE LOWELL FOUNDATION, INC. The initial principal office shall be Mike Lowell Foundation, Inc., c/o Susan Abbott, Esq., Goodwin Procter, LLP, 53 State Street, Suite 2400, Exchange Place, Boston, MA 02109-2881 and the mailing address shall be c/o Susan Abbott, Esq., Goodwin Procter, LLP, 53 State Street, Suite 2400, Exchange Place, Boston, MA 02109-2881.

ARTICLE II

PURPOSE

The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations as determined by the Board of Directors of the Corporation ("Board") that qualify as exempt organizations under Section 501(c)(3) of the Code, and to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

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In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit's corporations may be organized under Florida law.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE III

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax on

undistributed income imposed by Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943 (c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

ARTICLE IV

MEMBERS

A. The Corporation shall have one class of Members.

B. The initial Member of the Corporation is Mike Lowell. Mike Lowell may name a successor Member by an instrument in writing delivered to the Secretary of the Corporation. If Mike Lowell fails or ceases to act as a Member and has named no successor Member, then Bertha Lowell shall be the successor Member. If both Mike Lowell and Bertha Lowell fail or

cease to serve as Members and fail to appoint successor Members, the Board of Directors may appoint one or more Members.

C. The Members may select successor Members and shall have such powers as provided in the Bylaws.

ARTICLE VI

BOARD OF DIRECTORS

A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.

B. The number of persons constituting the reincorporated Board of Directors shall be three (3). The number of Directors shall be determined as provided in the Bylaws of the Corporation. The names and addresses of the Board of Directors for the reincorporated Corporation are as follows:

Name and Address:

Mike Lowell
c/o Susan Abbott, Esq.
Goodwin Procter, LLP
53 State Street, Suite 2400
Exchange Place
Boston, MA 02109-2881

Bertha Lowell
c/o Susan Abbott, Esq.
Goodwin Procter, LLP
53 State Street, Suite 2400
Exchange Place
Boston, MA 02109-2881

Garo Friguls
c/o Susan Abbott, Esq.
Goodwin Procter, LLP
53 State Street, Suite 2400
Exchange Place
Boston, MA 02109-2881

ARTICLE VIIBYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation consistent with Florida law or the Amended and Restated Articles of Incorporation.

ARTICLE VIIIDISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed (i) to the Federal government, (ii) to a state or local government, for a public purpose, or (iii) to such exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the office of the registered agent 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, considering charities previously supported by the Corporation. In no event shall any of such assets or property be distributed to any Member, Director or Officer or any private individual.

ARTICLE IXREGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is Corporation Service Company ("CSC"), 1201 Hays Street, Tallahassee, FL 32301 and the name of the

registered agent is Corporation Service Company ("CSC"), 1201 Hays Street, Tallahassee, FL 32301.


ARTICLE X

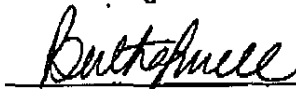
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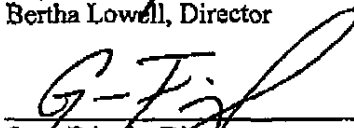
The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.

IN WITNESS WHEREOF, the undersigned, being the Incorporator and all the Directors of this Corporation, have hereunto set their hands and seals for the purposes herein expressed this 14th day of August, 2008.

MEMBER AND DIRECTORS:


Mike Lowell, Member and Director


Bertha Lowell, Director


Gary Friguls, Director

Registered Agent Acceptance

Registered Office and Agent:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: 

Kimberly B. Moret
as its agent

Name and Title: _____