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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MILL PARK FOUNDATION, INC.

Pursuant to the provisions of Section 617.1007, Florida Statutes, Mill Park Foundation, Inc., a Florida not for profit corporation (the "Corporation"), whose Articles of Incorporation were originally filed on March 18, 2002 and amended on June 1, 2006, hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate the Articles of Incorporation to read as follows below. The Board of Directors of the Corporation adopted the below Amended and Restated Articles of Incorporation on JUNE 22, 2015 as there are no members of the Corporation.

FIRST: The name of the Corporation shall be Mill Park Foundation, Inc.

SECOND: The place in Florida where the principal office of the Corporation is to be located is 9045 Strada Stell Court, Suite 500, Naples, Florida 34109.

THIRD: This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations 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: The Board of Directors of the Corporation shall consist of three (3) directors unless fixed at a higher number by the unanimous affirmative vote of the whole number of authorized directors. Except as otherwise provided in the By-Laws of the Corporation, additional or successor Directors may be elected only by unanimous vote of the then acting Directors.

FIFTH: The Corporation shall have no Members.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Third hereof. 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 participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and as may be further specified in the Corporation's By-Laws.

EIGHTH: The name and address of the Registered Agent are the following:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

NINTH: These Articles of Incorporation may be amended only by unanimous vote of the then serving Directors.

I have hereunto subscribed my name this 22 day of JUNE, 2015.

Miles C. Collier, Director

Good morning,
The attached is for filing with your office. As always, if you have any questions, please do not hesitate to contact me.
Thank you for your attention to this matter.

Jayne M. Bascetta RP®
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Hahn Loeser & Parks LLP is a full-service law firm representing clients across the U.S. and abroad from offices in Cleveland, Columbus, Akron, Naples, Fort Myers, Indianapolis, San Diego and Chicago.