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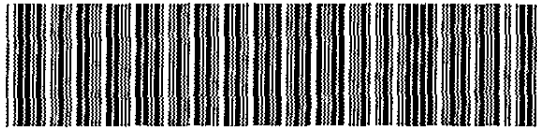
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FILED  
03 MAR 24 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restarted Articles  
@ 4/1/03

**LITVAK BEASLEY & WILSON, LLP**  
ATTORNEYS AT LAW

KRAMER A. LITVAK\*  
ROBERT O. BEASLEY  
PAUL A. WILSON†

\*BOARD CERTIFIED TAX ATTORNEY  
†ALSO ADMITTED IN ALABAMA

SunTrust Tower, Suite 606  
220 West Garden Street  
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TELEPHONE (850) 432-9818  
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March 19, 2003

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

03 MAR 24 PM 4:00  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

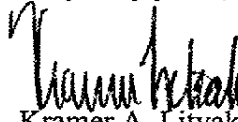
Re: The Vorst Family Foundation, Inc.

To Whom It May Concern:

Enclosed for filing please find the Restated Articles of Incorporation of The Vorst Family Foundation, Inc., along with a check for \$ 35.00 which represents the cost of filing.

Should you have any questions, please do not hesitate to call.

Very truly yours,

  
Kramer A. Litvak

KAL/mmn  
Enclosures

**RESTATED ARTICLES OF INCORPORATION  
OF  
THE VORST FAMILY FOUNDATION, INC.**

FILED  
03 MAR 24 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation of The Vorst Family Foundation, Inc.:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this corporation is THE VORST FAMILY FOUNDATION, INC., and its principal office is located at *3039 The Oaks* San Destin, Florida 32541, and its mailing address is the same.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

**PURPOSES**

The purposes for which the Corporation is to be formed are exclusively to receive funds and to make distributions to such organization or organizations organized and operated exclusively for scientific, charitable and educational purposes as shall at such

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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 United States Internal Revenue Law), as the Board of Directors shall determine, and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not For Profit Corporation Act.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The method of election of the Board of Directors shall be as stated in the Bylaws of the corporation.

#### **ARTICLE V**

##### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to 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.

B. 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.

C. 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).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

F. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

G. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of

any subsequent federal tax laws.

H. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

I. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE VI**

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at such 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 United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VII

### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE VIII

### REGISTERED OFFICE AND AGENT

The street address of this corporation's registered office is *3039 The Oaks San* Destin, Florida 32550, and the name of this corporation's initial registered agent is Michael J. Vorst.

## ARTICLE IX

### INCORPORATORS

The name and address of the incorporator is Michael J. Vorst, *3039 The Oaks San* Destin, Florida 32550

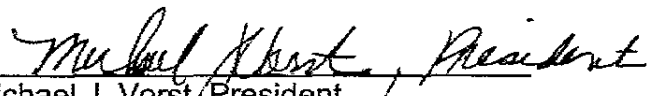
## ARTICLE X

### ADOPTION OF RESTATED

### ARTICLES OF INCORPORATION

These Restated Articles of Incorporation of The Vorst Family Foundation, Inc., were unanimously approved by a vote of the Board of Directors of the Corporation. The Corporation does not have members. As such, no vote of the members is required for approval of this action.

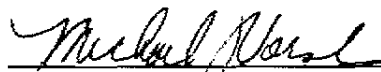
IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Restated Articles of Incorporation this 16 day of March, 2003.

  
Michael J. Vorst, President

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Michael J. Vorst, am familiar with and hereby accept the appointment as Registered Agent for THE VORST FAMILY FOUNDATION, INC., as set forth in the Restated Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 16 day of March, 2003.

  
Michael J. Vorst