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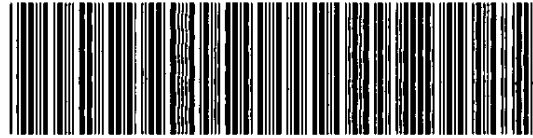
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*Amended And
Restated Art*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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JENO AND LOIS PAULUCCI FAMILY FOUNDATION II, INC.

201 West First Street
Sanford, FL 32771

August 26, 2009

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

RE: Amended and Restated Articles of Incorporation

To Whom It May Concern:

Enclosed please find the above reference document for filing with the State of Florida. Also enclosed is a check in the amount of \$43.75 which represents the \$35 filing fee and \$8.75 fee for certified copy of the amended articles.

If you have any questions concerning the attached, please feel free to contact me.

Very truly yours,



Larry W. Nelson
Secretary

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 AUG 31 AM 11:18

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**THE JENO AND LOIS PAULUCCI FAMILY FOUNDATION II, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

ARTICLE I

NAME OF CORPORATION, MAILING ADDRESS AND PRINCIPAL OFFICE

The name of this Corporation shall be **THE JENO AND LOIS PAULUCCI FAMILY FOUNDATION II, INC.** The mailing and street address of the initial principal office of this Corporation shall be located at 201 West First Street, Sanford, Florida 32771.

ARTICLE II

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 201 West First Street, Sanford, Florida 32771 and the name of the current registered agent for this Corporation is Larry W. Nelson.

**ARTICLE III
PURPOSES**

Section 1. The purposes for which this Corporation is organized and shall be operated are as follows:

(a) This Corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary, educational, and the prevention of cruelty to children or animals purposes within the meaning of Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended (the "Code");

(b) For such purposes, and not otherwise, this Corporation may accept and acquire, by gift, devise, or otherwise, donations, money and property of every kind, nature and description from any person, firm, or entity, and hold, manage, administer, use, or allocate the same as this Corporation and its Board of Directors shall determine; provided, however, that no

part of the net income or earnings, if any, of this Corporation shall, directly or indirectly, inure to the benefit of any person having a personal or private interest in this Corporation or of any substantial contributor to this Corporation or to the benefit of any member of his or her family or corporation controlled, either directly or indirectly, by him or her, except for any reasonable allowances for services actually rendered and/or for reimbursements in reasonable amounts of expenses actually incurred in attending to the affairs of this Corporation;

(c) This Corporation may engage in any other lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act which is not inconsistent with Sections 501(c)(3), 170(c), and 2055(a) of the Code;

(d) No part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(e) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation described under Sections 501(c)(3), 170(c), or 2055(a) of the Code.

Section 2. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

(a) 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 Section 4942 of the Code;

(b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) Not make any taxable investments as defined in Section 4944 of the Code; and

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. All references in these Articles of Incorporation to a particular section of the Code shall include the corresponding provisions of any future federal tax law.

ARTICLE IV POWERS

This Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provides however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V MEMBERS

This Corporation shall have voting members who may, from time to time, be classified among classes as provided for in the Bylaws of this Corporation. The Initial Member shall be Jeno F. Paulucci.

ARTICLE VI TERM

This Corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator was Jeno F. Paulucci, 201 West First Street, Sanford, Florida 32771.

**ARTICLE VIII
BOARD OF DIRECTORS**

Section 1. The management and direction of the business and affairs of this Corporation shall be vested in the Board of Directors. The number of directors constituting the Board of Directors and the manner of election of directors shall be as provided in the Bylaws of this Corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the current Board of Directors are as follows:

| | |
|-------------------|--|
| Jeno F. Paulucci | 201 West First Street Sanford, Florida 32771 |
| Lois M. Paulucci | 201 West First Street Sanford, Florida 32771 |
| Larry W. Nelson | 201 West First Street Sanford, Florida 32771 |
| William J. Berens | 50 South Sixth Street, Suite 1500 Minneapolis, Minnesota 55402-1498 |
| George G. Eck | 50 South Sixth Street, Suite 1500 Minneapolis, Minnesota 55402-1498 |

**ARTICLE IX
DEDICATION OF ASSETS AND DISSOLUTION**

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earning or assets of this Corporation shall inure to the benefit of any individual, including any officer or director of this Corporation, except for any reasonable allowances for services actually rendered and/or for reimbursements in reasonable amounts of expenses actually incurred in attending to the affairs of this Corporation.

Section 2. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets

not disposed of shall be disposed of by the Court of Common Pleas for 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.

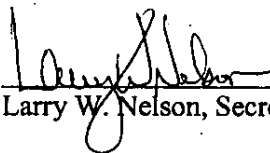
ARTICLE X BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be amended if approved by both a majority of the members and a majority of the directors of this Corporation.

ARTICLE XI AMENDMENT OF ARTICLES

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, these Articles of Incorporation of this Corporation may be amended if approved by a majority of the members of this corporation.

These Amended and Restated Articles of Incorporation have been approved and adopted by the Board of Directors and the Initial Member of this corporation by unanimous written action dated August 25, 2009.



Larry W. Nelson, Secretary