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SHUFFIELD LOWMAN

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N04000008891

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**BASIC AMENDMENT**

**WE WILL NEVER FORGET 9/11 FOUNDATION INC.**

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Restate

**AMENDED AND RESTATED ARTICLES  
OF INCORPORATION FOR  
WE WILL NEVER FORGET 9/11 FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of acting as an authorized agent on behalf of a not for profit corporation registered with the state under Document Number N04000008891 pursuant to the laws of the State of Florida, hereby amends and restates its Articles of Incorporation as follows:

**ARTICLE I**

**NAME AND PRINCIPAL ADDRESS**

The name of this Corporation shall be **WE WILL NEVER FORGET 9/11 FOUNDATION, INC.**, with its principal office located at P.O. Box 150-911, Altamonte Springs, Florida 32717-0911, and its mailing address being the same as its office address.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation's existence under Florida State law began on September 15, 2004. This Amendment to the Articles of Incorporation shall be effective upon filing.

**ARTICLE III**

**PURPOSES AND GENERAL POWERS**

The specific purposes of this Corporation shall be to: 1) collect funds to establish memorial events and memorials to 9/11/01 victims and the tragic event that occurred at the World Trade Center; and 2) to help promote a day of Remembrance. This Corporation shall be organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation may also make 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). This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- A. To have succession by its corporate name for the duration of its existence.

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- B. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; provided, however, such seal shall always contain the words "corporation not for profit."
- C. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the Corporation, notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the Corporation or evidences any gift, bequest, or devise to the Corporation or such fund or trust.
- E. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.
- F. To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- G. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida, or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian or agent, the Board of Directors shall have the power to select a successor trustee, custodian or agent to whose custody the fund or funds held by the former trustee, custodian or agent shall be transferred.

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(i) In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

(ii) If it appears that there may be grounds for exercising the powers described in this paragraph G with respect to any fund the Board of Directors shall notify the participating trustee, custodian or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this paragraph G only upon a vote of two-thirds majority of the members of the Board of Directors.

- H. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- I. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.
- J. To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV  
MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall continue to be located at 200 Maitland Avenue, Suite 225, Altamonte Springs, Florida 32701, and the registered agent of the Corporation at such address shall continue to be John Pedalino. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Amended and Restated Articles of Incorporation.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and mailing addresses of the current directors of this Corporation are:

**John Pedalino**, 200 Maitland Avenue, Suite 225, Altamonte Springs, Florida 32701

**James Bomford**, P.O. Box 915911, Longwood, Florida 32791-5911

**Raymond Lebowitz**, 3950 Cocoplum Circle Apt. D, Coconut Creek, Florida 33063

Directors may be removed as set forth in the Bylaws of this Corporation.

ARTICLE VII  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE VIII  
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

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ARTICLE IX  
AMENDMENT

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This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE X  
TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, 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).

The Corporation is not organized for profit and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in Article III above. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual, person, firm or corporation. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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ARTICLE XI  
DISSOLUTION

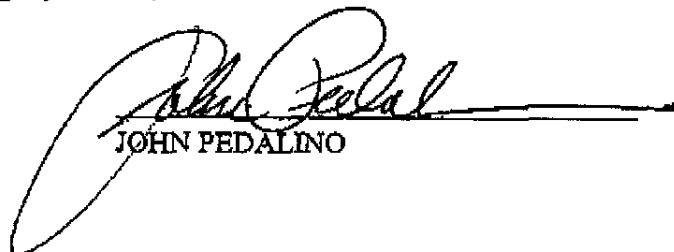
Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization 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), 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.

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ARTICLE XII  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the members of the Board of Directors of the Corporation for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets their hands and seal this 17<sup>th</sup> day of June, 2005.

  
JOHN PEDALINO