

N05000002126

Pat Tutthill

(Requestor's Name)

1005 E. 7th Ave.

(Address)

Tallahassee

(Address)

Tallahassee FL 32303

(City/State/Zip/Phone #)

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Peyton Tutthill Foundation

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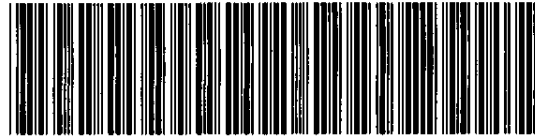
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEYTON TUTHILL FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Not-For-Profit Corporation)

On March 1, 2005, Peyton Tuthill Foundation, Inc. was incorporated as a Florida not-for-profit corporation by the electronic filing of Articles of Incorporation with the Secretary of State of Florida bearing document number 5000002126 and Authentication Code 050302090844-300047356653#1. The Articles of Incorporation are amended and restated upon the terms and provisions contained herein.

ARTICLE I
NAME

The name of the Corporation shall be Peyton Tuthill Foundation, Inc.

ARTICLE II
PURPOSES

The object or purposes for which the Corporation is organized are:

(1) To award, on an objective and nondiscriminatory basis, educational scholarships and/or grants to persons who are related to victims of violent crime and whom meet the criteria and guidelines from time to time established by the board of Directors, provided that such grants and/or scholarships comply with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(2) To receive, maintain and administer a fund, or funds, of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(3) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(4) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(5) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

ARTICLE III

POWERS

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(1) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association, corporation, government or governmental subdivision.

(2) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(3) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(4) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(5) To solicit funds from the public at large.

(6) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended and by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(7) To accept, acquire, receive, take, and hold by contract, agreement, bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes stated herein, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(8) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE IV

Duration

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would

then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

Members

The Corporation shall have no members.

ARTICLE IV

Current Board of Directors

The number of Directors constituting the current Board of Directors shall be three (3), and the names and addresses of such persons are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patricia L. Tuthill	1005 East 7 th Avenue Tallahassee, Florida 32303
R. Lee Kitchen	1005 East 7 th Avenue Tallahassee, Florida 32303
Barbara Todoroff	257 Mimosa Drive Swansea, Illinois 62206

ARTICLE VII

Directors

(1) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

(2) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

(3) Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

(4) The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VIII

Incorporator

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patricia L. Tuthill	1005 East 7 th Avenue Tallahassee, Florida 32303

ARTICLE IX

Registered Office and Agent

The address of the current registered office of the Corporation, which shall also constitute its principal office, is 1005 East 7th Avenue, Tallahassee, Florida 32303. The initial registered agent of the Corporation at such address shall be Patricia L. Tuthill.

ARTICLE X

The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Florida Not for Profit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board of Directors.

I, the undersigned, being the President of Peyton Tuthill Foundation, Inc., have executed the foregoing Amended and Restated Articles of Incorporation on this 8 day of Jan., 2008. These amended and restated articles were adopted by the directors on Jan 8, 2008. There are no members.


PATRICIA L. TUTHILL
President

CERTIFICATE