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UNITED WAY OF MARTIN COUNTY FOUNDATION, INC.

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June 24, 2008

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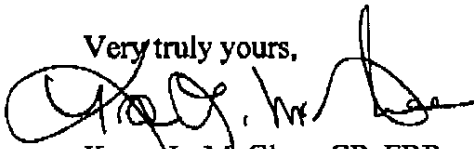
Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

**Re: Amended and Restated Articles of Incorporation for United Way of Martin
County Foundation, Inc.**

Ladies and Gentlemen:

With reference to the above company, enclosed please find Amended and Restated
Articles of Incorporation for filing. Kindly fax to the undersigned proof of filing same.

Very truly yours,



Karen L. McGhee, CP, FRP
Certified Paralegal
/klm
Enclosure

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED WAY OF MARTIN COUNTY FOUNDATION, INC.
a Florida not-for-profit corporation**

Pursuant to Sections 617.1001, 617.1006 and 617.1007 of the Florida Statutes, Corporation Name, a Florida not-for-profit corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated 6/24/2008 2008.
2. The Corporation does not have members, and accordingly, no membership vote is required to amend the Articles of Incorporation.
3. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

Pursuant to Section 617.1007 of the Florida Statutes, the Articles of Incorporation of Corporation Name, a Florida not-for-profit corporation, are hereby amended and restated as follows:

ARTICLE I

Name

The name of the Corporation shall be United Way of Martin County Foundation, Inc.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. This Corporation is intended to qualify as a supporting organization as described in Section 509(a)(3) of the Internal Revenue Code of 1986 and its regulations, as now in effect or as may hereinafter be amended (the "Internal Revenue Code"), or any corresponding provision of any future United States Internal Revenue Law, and this Corporation is intended to be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and authority of the Board of Directions shall be limited accordingly. This Corporation is organized for the purposes of receiving and maintaining real, tangible, or intangible property, or any combination of the three, and using and applying the whole or

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any part of the income therefrom and the principal thereof exclusively for the benefit of, to perform the functions of, or to carry out the purposes of, United Way of Martin County, Inc., a Florida not-for-profit corporation, (the "Supported Organization"), United Way of Martin County, Inc. being an organization operated exclusively for charitable, scientific, literary, athletic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be operated, supervised or controlled by the Supported Organization. In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these Articles.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

Restrictions

A. This Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for educational, charitable, scientific and literary purposes described in Section 501(c)(3) of the Internal Revenue Code.

B. This Corporation is one that does not contemplate pecuniary gain or profit to the directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation. The Corporation shall not be controlled, directly or indirectly, by "disqualified persons" as defined in Section 4946 of the Internal Revenue Code.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall be distributed to United Way of Martin County, Inc.; provided, however, that if United Way of Martin County, Inc. is not then in existence, or if it is not then an organization qualified for exemption from federal income taxation under the provisions of Section 501 (c)(3) of the Internal Revenue Code, to one or more organizations which are organized and exist

exclusively for educational, scientific, charitable or literary purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the assets shall be distributed to the United States of America, the State of Florida, the County of Martin or other local government, for a public purpose. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall also be subject to the following limitations:

(i) the Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(ii) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(iii) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(iv) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; and

(v) The Corporation shall make qualifying distributions in accordance with Section 4942(j)(3) of the Internal Revenue Code, and shall at all times fulfill the requirements set forth in Section 4942(j)(3) of the Internal Revenue Code so as to qualify as an "operating foundation" within the meaning of that Section, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VI

Members

The Corporation shall not have members within the meaning of the Florida Not For Profit Corporation Act, unless the By-laws provide that the Corporation shall have members. Instead, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to amend these Articles of Incorporation, provided that any amendments are in conformity with Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code. If the By-laws provide that the Corporation shall have members, membership shall be limited to the Supported Organization.

ARTICLE VII

Board of Directors

The Board of Directors of this Corporation shall be elected by the United Way of Martin County, Inc., in the manner provided in the Corporation's By-Laws. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than six (6) nor more than twenty (20). The qualification and manner of election or appointment of directors by The United Way of Martin County, Inc. shall be as set forth in the By-laws. The names and addresses of the current directors are set forth below:

Jamie Chapogas
2900 SW Town Center Way
Palm City, Florida 34990

Leo Clancy
1419 Winter Creek Road
Palm City, Florida 34990

Cliff Mandody
2100 SE Ocean Blvd.
Stuart, FL 34996

Brian Polhemus
1045 NE Industrial Blvd.
Jensen Beach, FL 34957

Kevin Powers
Indiantown Gas Co.
P.O. Box 8

Theodore Brown
The Private Bank of Bank of America
819 South Federal Highway, Suite 100
Stuart, Florida 34994

Vicki Junod
(n/k/a Vicki Junod Wackeen)
Warner, Fox, Wackeen, Dungey,
Seeley, Sweet & Beard
4299 Whiticar Way
Stuart, Florida 34997

Robert Thomas
Rachlin, Cohen & Holtz
777 S. Flagler Drive, Suite 150
West Palm Beach, Florida 33401

Richard Young
1666 Buttonbush Circle
Palm City, Florida 34990

Jill Webb-Forbes
1945 19th Court
Jupiter, Florida 33477

15350 SW Myrtle Drive
Indiantown, Florida 34956

Robert Crandall
5016 SW Inverness Ct.
Palm City, FL 34990

Frederic Salerno
6582 SE Mourning Dove Way
Hobe Sound, FL 33455

James Vojcsik
50 Kindred Street, Suite 207
Stuart, FL 34994

Margaret "Meg" Bradley
1867 SW Foxtail
Palm City, FL 34990

Susan Hershey
352 Ridge Lane
Stuart, FL 34994

Michael Reilly
7861 SE Golfhouse Drive
Hobe Sound, FL 33455

Rachel Scott
4684 SE Williams Way
Stuart, FL 34997

ARTICLE VIII

Officers

The officers of the Corporation shall occupy those positions designated in the By-laws, and they shall be elected and shall govern in accordance with the provisions of said By-laws.

ARTICLE IX

Principal Office

The initial principal office and mailing address of the Corporation shall be:

50 Kindred Street, Suite 207,
Stuart, Florida 34994

P.O. Box 362
Stuart, Florida 34995

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ARTICLE X**Indemnification**

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI**Amendments**

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE XII**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 2400 S.E. Federal Highway, Fourth Floor, Stuart, Florida 34994 and the name of the initial registered agent of this Corporation at the address is Kenneth A. Norman.

ARTICLE XIII**Incorporator**

The name and address of the incorporator is as follows:

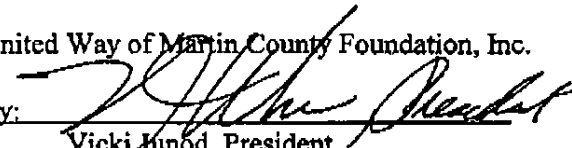
Kenneth A. Norman
McCarthy, Summers, Bobko, Wood, Sawyer & Perry, P.A.
2400 S.E. Federal Highway
Fourth Floor
Stuart, Florida 34994

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Witness the hand and seal of the President of the Corporation this 24 day of
June, 2008.

United Way of Martin County Foundation, Inc.

By:


Vicki Junod, President
(n/k/a Vicki Junod Wackeen)

STATE OF FLORIDA)

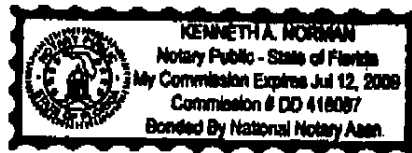
COUNTY OF MARTIN)

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The foregoing instrument was sworn to, subscribed and acknowledged before me this
24th day of June, 2008, by Vicki Junod (n/k/a Vicki Junod Wackeen),
President of the Corporation, who is personally known to me, and who did take an oath.

(Seal)


Notary Public in and for said County and State



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