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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MSC FOUNDATION, INC.**

**(A Corporation Not for Profit)**

The Articles of Incorporation of MSC Foundation, Inc., a Florida not-for-profit corporation, are hereby by amended and restated as follows:

**I.  
NAME OF CORPORATION**

The name of this corporation shall be:

MSC Foundation, Inc.

The principal address and the mailing address of the corporation shall be:

100 S. Washington Blvd.  
Sarasota, Florida 34236

**II.  
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

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B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on 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).

Any scholarships provided by the corporation shall be granted in a manner that complies with Section 4945 of the Code. In particular, scholarship recipients shall be determined on an objective and non-discriminatory basis, based upon a procedure approved in advance by the Internal Revenue Service, and the Board of Directors shall demonstrate to the satisfaction of the Internal Revenue Service that the scholarship will be used for study at an educational institution described in section 170(b)(1)(A)(ii) of the Code. As necessary, the Board of Directors shall exert reasonable effort and establish adequate procedures to assure that the scholarship is spent solely for the purposes for which made and, as necessary, shall obtain full and complete reports from the recipient on how funds are spent and shall provide such information to the Internal Revenue Service as may be necessary.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income and imposed by Section 4942 of the Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

### III.

#### BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

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**IV.  
MEMBERSHIP**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The initial members of this corporation shall consist of the following individuals:

Michael Saunders  
100 S. Washington Blvd.  
Sarasota, Florida 34236

Drayton Saunders  
1801 Main Street  
Sarasota, Florida 34236

The method of appointing members is set forth in the Bylaws.

**V.  
INITIAL OFFICERS AND DIRECTORS**

The names and addresses of the initial officers and directors of the corporation are as follows:

Michael Saunders  
100 S. Washington Blvd.  
Sarasota, Florida 34236

President and Director

Drayton Saunders  
1801 Main Street  
Sarasota, Florida 34236

Vice President, Secretary and Director

Brent Willis  
307 S. Orange Ave.  
Sarasota, Florida 34236

Treasurer and Director

**VI.  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

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**VII.  
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VIII.  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 S. Orange Avenue Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Ric Gregoria.

**VIII.  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Michael Saunders, 100 S. Washington Blvd., Sarasota, Florida 34236.

**IX.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**X.  
AMENDMENT**


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

1. The amendment was approved and adopted at a duly convened meeting of the board of directors of the corporation on July 1, 2006. The number of votes cast for the amendment by the directors was sufficient for approval.

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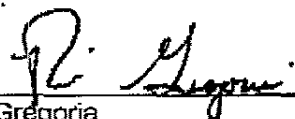
2. The members entitled to vote unanimously approved the amendment on 7-1-06 2006.

IN WITNESS WHEREOF, the president of the corporation has executed these Amended and Restated Articles of Incorporation.

  
Michael Saunders  
As Its President

#### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of MSC Foundation, Inc., to accept service of process upon said corporation in this State. The undersigned is familiar with, and accepts, the obligations of this position.

  
Ric Gregoria  
Registered Agent

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