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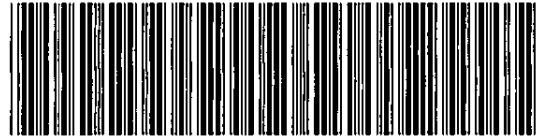
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Amend & Rest.

C. Goulette FEB 27 2008

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Macy's Miracle Foundation, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____

Signature

Requested by:

Name

CP

Date

2/27

Time

11:00

AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MACY'S MIRACLE FOUNDATION, INC.
(A Florida Not-for-Profit Corporation)

The undersigned, JOHN J. KENDZIOR, President, and RACHEL K. KENDZIOR, Secretary, hereby certify that:

1. They are the current President and Secretary, respectively, of MACY'S MIRACLE FOUNDATION, INC., whose Articles of Incorporation were filed with the Department of State, State of Florida, on February 16, 2006.

2. The following Amendment and Restatement of the Articles of Incorporation was unanimously adopted by the Board of Directors at a special meeting at which all of the Directors were present and duly called for the purpose of adopting this Amendment and held on February 14, 2008. This Corporation has no shareholders or voting members.

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TALLAHASSEE, FLORIDA

3. The Articles of Incorporation are hereby restated in their entirety to read as follows:

ARTICLE I - NAME

The name of this Corporation is:

"MACY'S MIRACLE FOUNDATION, INC."

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 3739 59th Avenue Circle East, Ellenton, Florida 34222. The mailing address of this Corporation shall be 3739 59th Avenue Circle East, Ellenton, Florida 34222.

ARTICLE III - PURPOSE

The specific purposes for which this Corporation is organized are:

- (1) to raise, receive and maintain a fund or funds of investments, real property and/or personal property, and to administer and distribute said fund or funds, including any income generated therefrom, exclusively for charitable or educational purposes under Section 501(c)(3) of the Internal Revenue Code, as amended, or any other corresponding provisions of any subsequent federal tax laws regulating tax-exempt organizations.
- (2) to educate, provide funding for research, and any other activities necessary to provide a cure for juvenile dermatomyositis or any related diagnosis.
- (3) to operate exclusively in any other manner for charitable or educational purposes that will qualify it as an exempt organization under Section 501(c) of the Internal Revenue Code, as amended, or any other corresponding

provisions of any subsequent federal tax laws regulating tax-exempt organizations.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed shall be governed by the By-laws of this Corporation.

ARTICLE V - LIMITATION OF CORPORATE POWERS

Notwithstanding anything herein contained to the contrary, no part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that this 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 in the purpose clause hereof. No substantial 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding anything herein contained to the contrary, this Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, as amended, or any other corresponding provisions of any subsequent federal tax laws regulating tax-exempt organizations, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, as amended, or any other corresponding provisions of any subsequent federal tax laws.

ARTICLE VI - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this 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 VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the registered office of this Corporation and the registered agent at such office is:


Joseph E. Rocklein, III
800 South Osprey Avenue
Sarasota, FL 34236

ARTICLE VIII - INCORPORATOR

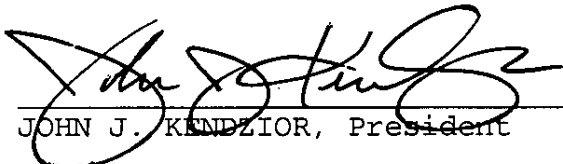
The name and street address of the incorporator for these Articles of Incorporation is:

Joseph E. Rocklein, III
800 South Osprey Avenue
Sarasota, FL 34236

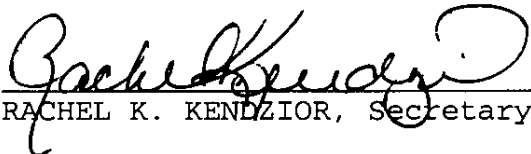
The undersigned have executed these Amended and Restated Articles of Incorporation this 14 day of FEBRUARY, 2008.



JOSEPH E. ROCKLEIN, III, Incorporator




JOHN J. KENDZIOR, President



RACHEL K. KENDZIOR, Secretary

Having been named as Registered Agent and to accept service of process for MACY'S MIRACLE FOUNDATION, INC. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: 2/14/08


Joseph E. Rocklein, III,
Registered Agent