

Division of Corporations

06000007603

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Division of Corporations
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September 15, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AROD FAMILY FOUNDATION, INC.
C/O WHITE & CASE LLP
200 SOUTH BISCAYNE BOULEVARD, STE 4900
MIAMI, FL 33131

SUBJECT: AROD FAMILY FOUNDATION, INC.
REF: N06000007603

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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Cheryl Coulliette
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P.O BOX 6327 - Tallahassee, Florida 32314

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

AROD FAMILY FOUNDATION, INC.

A Florida Not for Profit Corporation

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, AROD FAMILY FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"), in accordance with actions adopted by the written consent of the board of directors as of September 14, 2006, no members being entitled to vote on the proposed amendment, hereby adopts and amendments its provisions concerning limitations of activities in its Articles of Incorporation and restates its Articles in their entirety.

ARTICLE I

Name and Address

The name of this corporation shall be AROD FAMILY FOUNDATION, INC. (the "Corporation"). The mailing address of the Corporation shall be c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be (i) to impact families in distress by supporting programs focusing on improved quality of life, education and mental health, (ii) to collect,

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receive and maintain any fund or funds by subscription or otherwise and to apply the income and principal thereof to the promotion of the purposes herein set forth, and (iii) to accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate.

ARTICLE III

Powers

Except as limited by these Amended and Restated Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

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Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation the Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the State of Florida or any city or county within the State of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

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ARTICLE VI

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE VII

Nonstock Corporation

The Corporation shall not have or issue shares of stock. The Corporation may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE VIII

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin, and shall initially only consist of voting members which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership and the manner of admission to Membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE IX

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors whose members are referred to herein as Directors.

Section 2. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

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Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE X

Officers

Section 1. The officers of the Corporation may include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is c/o White & Case LLP, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Frederic L. Levenson.

ARTICLE XII

Bylaws

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors as more specifically provided in the Bylaws.

ARTICLE XIII

Amendment to Articles of Incorporation

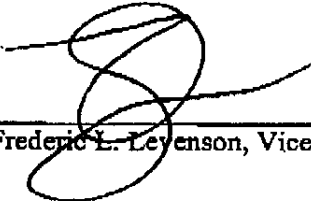
These Amended and Restated Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617, Florida Statutes, as amended. However, the provisions in the Articles of Incorporation pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless

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such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 14th day of September 2006.



Frederic L. Levenson, Vice President