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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

RR CARPENTER FOUNDATION, INC.

APPROVED
AND
FILED
07 MAR 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is RR CARPENTER FOUNDATION, INC. and its principal office or mailing address is 8115 W. Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501 (c)(3) of the Internal Revenue Code including making distributions for those purposes to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and not for pecuniary profit.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon those corporations and in addition thereto the following restrictions shall apply:

3.01 **Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2.

3.02 **Activities.** 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) by a corporation, contributions to which are deductible under Section

MARY F. SELTER, ESQ.
FISHER & SAULS, P.A.
P.O. BOX 387
ST. PETERSBURG, FL 33731
727/822-2033

170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: CORPORATE POWERS

Subject to the restrictions and limitations set forth in these Articles of Incorporation, the Corporation shall have and may exercise all powers, rights and authorities as are now existing or may be granted in the future to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power, right and authority to elect or appoint officers and agents as its affairs shall require and to allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest in real or personal property wherever situated; to acquire, enjoy, use and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit; associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Section 617.0833, Florida Statutes, or any successor law; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE 5: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 6: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, shall distribute the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In the alternative, the Board of Directors shall distribute the Corporation's assets to the federal government, or to the State of Florida or to a local government for a public purpose. Any assets that are not disposed of in accordance with the preceding provisions of this paragraph shall be disposed of by the Circuit Court of Pinellas County, Florida, or the Circuit Court in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code which are organized and operated exclusively for exempt purposes.

ARTICLE 7: DISTRIBUTION OF INCOME

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 imposed by Section 4942(a) of the Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. All references to the Internal Revenue Code, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax law.

ARTICLE 8: MEMBERS

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be vested in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time are in effect.

ARTICLE 9: SUBSCRIBERS

The name and residence of the subscribers to these Articles of Incorporation is:

RICHARD CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

ROBIN CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

ARTICLE 10: OFFICERS

10.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of the respective offices and any other additional officers as may be, from time to time, constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

10.02 Election. Officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. All officers shall continue to serve until the election of their successors.

10.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

Officer Title Name and Address

President:
ROBIN CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

Vice President:
RICHARD CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

Secretary:
RICHARD CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

Treasurer:
RICHARD CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

10.04 Vacancies. Any vacancy occurring in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 11: BOARD OF DIRECTORS

11.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be elected in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than the number required under Florida law which currently is three Directors.

11.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall specify. A Director shall serve until his or her successor is elected and qualifies.

11.03 Number. The three Directors constitute the initial Board of Directors and their names and addresses as follows:

RICHARD CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

ROBIN CARPENTER
8115 W. Gulf Boulevard
Treasure Island, Florida 33706

WILLIAM BOYETTE, CPA
4505 Chimney Creek Drive
Sarasota, FL 34235

These initial Directors shall serve until the first annual meeting of the Corporation and the election and qualification of their successors.

ARTICLE 12: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation and, if consistent

with the needs of the Corporation, designated contributions by donors may be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of any contributions and has complete discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. If the Corporation is the beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of the property, the Corporation shall, at all times, act in a manner consistent with the conditions and the purposes to be served by the conditions.

ARTICLE 13: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may be amended by a two-thirds vote of the Board of Directors at any regular or special meeting in which a quorum is present; provided, that written notice of the meeting containing the text of the proposed amendment is furnished to each Director at least five days prior to the meeting.

ARTICLE 14: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the Board voting at any regular or special meeting in which a quorum is present; provided, that written notice of the meeting containing the text of the proposed amendment is furnished to each Director at least ten days prior to the meeting.

ARTICLE 15: REGISTERED AGENT

The Corporation's initial registered agent is Mary F. Selter, who maintains an office at Fisher & Sauls, P.A., 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701.

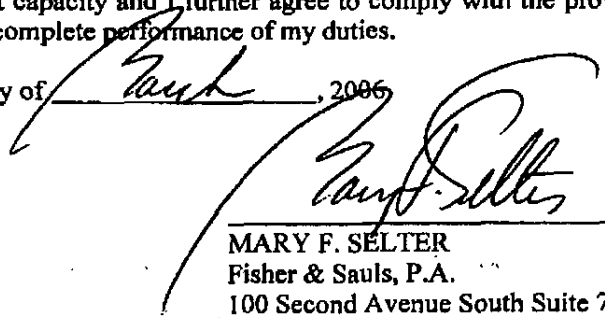
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 16th day of February, 2007.


ROBIN CARPENTER
RICHARD CARPENTER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated not-for-profit corporation, at the place designated in the foregoing Articles of Incorporation for the Corporation, I hereby agree to act in that capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 23 day of March, 2006



MARY F. SELTER
Fisher & Sauls, P.A.
100 Second Avenue South Suite 701
St. Petersburg, FL 33701