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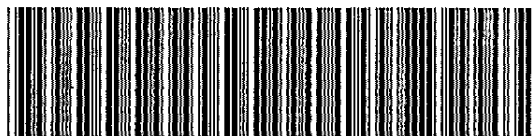
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MICHAEL BEST

& FRIEDRICH LLP

Michael Best & Friedrich LLP

Attorneys at Law

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Milwaukee, WI 53202-4108

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Fax 414.277.0656

Angela M. Serio

Direct 414.225.2789

Email amserio@michaelbest.com

February 16, 2007

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation (not for profit)

Dear Sir or Madam:

I enclose an original and a copy of Articles of Incorporation of Tice Family Foundation, Inc.

In addition, I enclose check #145902, in the amount of \$78.75, to cover the filing fee and certified copy fee. Please file the Articles of Incorporation and thereafter, please return a certified filed-stamped copy to me. A return envelope is enclosed for your convenience in returning the filed document.

If you have any questions, please do not hesitate to contact me.

Sincerely,

MICHAEL BEST & FRIEDRICH LLP

Angela Serio

Angela M. Serio
Paralegal

Enclosures

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TICE FAMILY FOUNDATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Angela Serio (c/o Michael Best & Friedrich LLP)
Name (Printed or typed)

100 E. Wisconsin Avenue, Suite 3300
Address

Milwaukee, WI 53202
City, State & Zip

414-225-2789
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

TICE FAMILY FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes (the "Corporation").

ARTICLE I - NAME

The name of the Corporation is Tice Family Foundation, Inc.

ARTICLE II - PURPOSES

The Corporation is organized and shall at all times be operated exclusively for charitable purposes within the meaning of 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 (the "Code"). Subject to the foregoing, the Corporation is organized and shall have all the authority necessary to achieve its responsibilities, and shall be permitted to do all things which can be done by not for profit corporations organized under Chapter 617 of the Florida Statutes and the common law of the State of Florida.

ARTICLE III - PROHIBITIONS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall at all times be subject to the following limitations:

- (a) 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 payments and distributions in furtherance of the purposes set forth herein.
- (b) No substantial part of 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 political office; and
- (c) 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 Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- (d) At any time that the Corporation is a private foundation as described in Section 509(a) of the Code and Florida Statutes Section 617.0835, the Corporation:
 - (i) Shall not engage in any act of self-dealing as defined in Code Section 4941(d);
 - (ii) Shall not retain any excess business holdings as defined in Code Section 4943(c);
 - (iii) Shall not make any investments in a manner as to subject the Corporation to tax under Code Section 4944;
 - (iv) Shall not make any taxable expenditures as defined in Code Section 4945(d); and
 - (v) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed in Code Section 4942;

ARTICLE IV - MEMBERS

The Corporation shall not have members.

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors. The number, qualifications, method of election, rights and obligations of the Board of Directors shall be as specified in the Bylaws.

As further provided in the Bylaws, the Board of Directors may act (i) by vote at a meeting duly called and at which a quorum is present or (ii) by written action signed by the directors then in office.

ARTICLE VI - BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation.

ARTICLE VII - REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial registered agent of the Corporation is:

Thomas W. Tice
105 South Harbor Drive
Key Largo, FL 33037

The principal office of the Corporation is located at:

105 South Harbor Drive
Key Largo, FL 33037

ARTICLE VIII - PERIOD OF EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE IX - DISTRIBUTIONS AND DISSOLUTION

The Corporation shall be authorized to make distributions or other payments to another domestic or foreign corporation, provided, however, that no such distribution or payment shall be made unless, at the time of such distribution or payment, all of the following are true:

- (a) The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in Article II above;
- (b) Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation's total assets would equal at least the sum of its total liabilities; and
- (c) The recipient of such distribution or payment may not distribute any part of its income to members, directors or officers and is exempt from taxation under Section 501(c)(3) of the Code.

In the event the Board of Directors has approved the dissolution of the Corporation, after payment and discharge of all of the liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed, in such proportion as the Board of Directors shall determine, to such organization or organizations, including trusts, organized and operated exclusively for charitable purposes, provided that no portion of the assets shall be distributed to any organization that is not described in Code Section 501(c)(3) and Code Section 170(c). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the purposes described in

Code Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended, repealed or restated upon the affirmative vote of a majority of Directors then in office; provided, however, that the Corporation shall provide to each Director written notice at least seven days in advance of any meeting at which such amendment, repeal or restatement is to be considered for approval, which notice (i) shall state that the purpose, or one of the purposes, of such meeting is to consider the proposed amendment, repeal or restatement, and (ii) shall contain or be accompanied by a copy or summary of the amendment or restatement, or shall state the general nature of the amendment or restatement.

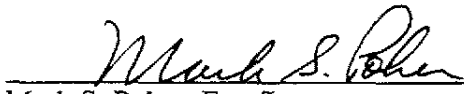
ARTICLE XI - INCORPORATOR

The name and address of the incorporator is Mark S. Poker, Michael Best & Friedrich LLP, N19 W24133 Riverwood Drive, Suite 200, Waukesha, Wisconsin 53188.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Thomas W. Tice/Registered Agent

02/13/07
Date


Mark S. Poker, Esq./Incorporator

2/13/07
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Document Prepared by and should be returned to:

Mark S. Poker, Esq.
Michael Best & Friedrich LLP
N19 W24133 Riverwood Drive, Suite 200
Waukesha, Wisconsin 53188