

Division of Corporations

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ANDY PILGRIM FOUNDATION, INC.

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF ANDY PILGRIM FOUNDATION, INC.

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The Articles of Incorporation of Andy Pilgrim Foundation, Inc. (the "Corporation") are hereby amended and restated, pursuant to the provisions of Chapter 617 of the Florida Statutes, as follows:

**FIRST:** On June 24, 2009, Andy Pilgrim Foundation, Inc. was incorporated by the Florida Department of State.

**SECOND:** The Corporation is organized as a not-for-profit corporation exclusively for educational and charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code, including, but not limited to, the education of new/young street drivers.

**THIRD:** The Corporation shall not have any members.

**FOURTH:** The Corporation shall have and exercise all powers and authorities now or hereafter conferred upon nonstock corporations under the laws of the State of Florida. However, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any incorporator, trustee or director or officer of the Corporation or any private individual, except that the Corporation shall be authorized and empowered to make disbursements to appropriate individuals meeting any established criteria for academic scholarships and to pay reasonable compensation to any of the foregoing persons for goods sold or services rendered and to make payments and distributions in furtherance of the purpose of the Corporation.

**FIFTH:** Andrew T. Pilgrim was appointed by the incorporator as the sole initial Director, as well as the President/Secretary/Treasurer. Two additional Directors were subsequently appointed by resolution amending the Bylaws of the Corporation and approved in lieu of a special meeting. Thereafter, the Board of Directors shall be elected by the incumbent directors at the annual meeting of the Board of Directors or at any special meeting held in lieu thereof in accordance with the provisions of the Corporation's Bylaws.

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**SIXTH:** The Directors and Officers of the Corporation are as follows:

Andrew T. Pilgrim – Director, President/Secretary/Treasurer  
600 NE Rossetti Lane  
Boca Raton, FL 33487

Patricia J. Gordon – Director  
787 Leeward Road  
Venice, FL 34293

Cindy A. Laurila – Director  
5335 Meadows Road, Suite 275  
Lake Oswego, OR 97035

**SEVENTH:** In the event of dissolution of the Corporation, and after all liabilities of the Corporation have been paid, satisfied and discharged or adequate provisions made therefor, all remaining assets shall be distributed to one or more organizations that are organized and operated pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

**EIGHTH:** The Registered Agent and Street Address is as follows:

Andrew T. Pilgrim  
600 NE Rossetti Lane  
Boca Raton, FL 33487

**NINTH:** Any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or executive officer of the Corporation, or is or was so serving with respect to another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation, shall be indemnified by the Corporation against liability, costs and expenses (including, but not limited to, reasonable attorneys' fees) to the full extent permitted by applicable law.

The Corporation may, but shall not be required to, indemnify any and all other officers, employees, or agents of the Corporation to the same extent as directors and executive officers.

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TENTH: No director may be removed from office except for cause. For purposes of this Article, "cause" shall mean misfeasance, malfeasance, or gross incompetence of the director in question.

ELEVENTH: The Corporation shall abide by the following provisions with respect to the Internal Revenue Code:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

TWELFTH: 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 in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the

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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.

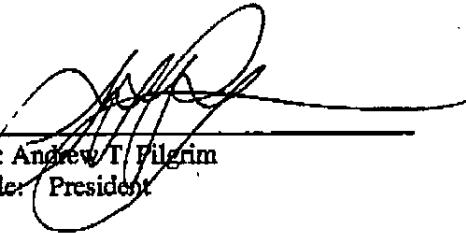
Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

THIRTEENTH: The principal office and mailing address of the Corporation shall be:

600 NE Rossetti Lane  
Boca Raton, FL 33487

FOURTEENTH: These Amended and Restated Articles of Incorporation were adopted on December 9, 2009 by unanimous consent of the board of directors in lieu of a special meeting. Member approval of the restatement was not required because the corporation has no members.

12-9-09  
Date of Execution

  
By: Andrew T. Pilgrim  
Title: President

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