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**First Amended and Restated
Articles of Incorporation of
KIRKPATRICK FAMILY FOUNDATION, INC.**

These amended and restated Articles of Incorporation correctly set out the provisions of the Articles being amended. The restated Articles together with the designated amendments supersede the original Articles and all amendments to the original Articles.

ARTICLE I

NAME/REGISTERED OFFICE

The name of this corporation shall be **South Florida Children's Charity, Inc.**, located at 909 North Greenway Drive, Coral Gables, Florida 33134.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes including but not limited to the support of amateur athletics including school based and non-school based activities. Of specific immediate interest is the fact that as a result of the recession there has been an immediate decline in funding of extracurricular programs in the schools including arts programs and athletics. In addition, municipalities that previously funded programs that supported the development of skills and sportsmanship have ceased funding those programs. There is an immediate need for programs designed to develop the skills of our young athletes and artists. To this end, the corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services

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rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization 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, 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.

ARTICLE IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is five (5), their names and addresses are as follows:

JOHN E. KIRKPATRICK
909 N. Greenway Drive
Coral Gables, Florida 33134

STUART KIRKPATRICK
4775 Waters Lane
Ann Arbor, Michigan 48103

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GREGORY NEVILLE
3001 SW 3rd Avenue
Miami, FL 33129

GASTON RODRIGUEZ
3001 SW 3rd Avenue
Miami, FL 33129

ARIADNE MARKO
3001 SW 3rd Avenue
Miami, FL 33129

Members of the First Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI

REGISTERED AGENT

The name and Florida street address of the registered agent is:

David Everett Marko
de la O, Marko, Magolnick & Leyton
3001 SW Third Avenue
Miami, FL 33129

ARTICLE VII

PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the

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corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine.

For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1),(2) or (3).

The date of each amendment(s) adoption: May 15, 2012

These Amended and Restated Articles of Incorporation were adopted by the directors on May 15, 2012. There are no members.



John E. Kirkpatrick
President & Chairman of the Board

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for South Florida Children's Charity, Inc. at the place designated in the First Amended and Restated Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I 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, as provided for in Chapter 617, F.S.



David Everett Marko

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