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FLORIDA PROFIT/NON PROFIT CORPORATION
Thayer Family Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
THAYER FAMILY FOUNDATION, INC.
(a Florida Not For Profit Corporation)

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The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, pursuant to the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Thayer Family Foundation, Inc. (hereinafter the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 5600 Lake Trask Road, Dundee, Florida 33838.

ARTICLE III
PURPOSE

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 amended (the "Code"), or the corresponding section of any future federal tax code, and without limitation as to other qualified and appropriate activities, to make charitable grants that comply with Code Section 4945 and are not taxable expenditures as defined in Code Section 4945.

ARTICLE IV
BOARD OF DIRECTORS

This Corporation initially shall have five (5) Directors. The number of Directors may be either increased or decreased from time to time in the manner provided in the Bylaws, but shall never be less than three (3) or more than twenty (20). The method of appointment of Directors shall be as stated in the Bylaws of the Corporation, and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
1. Thomas A. Thayer, Sr.	5600 Lake Trask Road Dundee, FL 33838
2. Ann S. Thayer	5600 Lake Trask Road Dundee, FL 33838
3. Susan S. Thayer	5600 Lake Trask Road Dundee, FL 33838
4. Virginia T. Dunson	5600 Lake Trask Road Dundee, FL 33838
5. Thomas A. Thayer, Jr.	5600 Lake Trask Road Dundee, FL 33838

ARTICLE V MEMBERS

This corporation shall initially have no members. All voting powers shall be vested in the Board of Directors. In the event that the Board of Directors deems it necessary or appropriate for this corporation to establish a general membership, then the Board of Directors shall amend the Bylaws to so provide, and to provide for the qualifications, power, authority, and voting rights, if any, of the members. The Board of Directors shall be under no duty or obligation to establish a general membership at any time, and the establishment or non-establishment of such general membership shall be at the sole discretion of the Board of Directors.

ARTICLE VI POWERS

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the Bylaws of the Corporation. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Code Section 501(c)(3).

ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows: Thomas A. Thayer, Sr., 5600 Lake Trask Road, Dundee, Florida 33838.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 5600 Lake Trask Road, Dundee, Florida 33838. The initial Registered Agent at such address shall be Thomas A. Thayer, Sr.

ARTICLE IX
DURATION

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE X
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XI
BYLAWS

The initial Board of Directors shall adopt initial Bylaws of the Corporation. The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of the Corporation.

ARTICLE XII
DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 its charitable purpose as set forth in Article III above. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions hereof, the Corporation shall not conduct any activities not permitted to be carried on, (a) by a corporation exempt from federal income taxation under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE XIII
DISTRIBUTION OF ASSETS UPON LIQUIDATION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes with in the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of Code Section 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

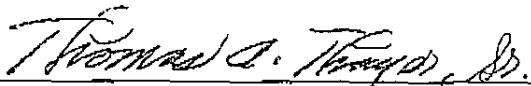
ARTICLE XIV
AVOIDANCE OF PRIVATE FOUNDATION TAXES

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Code Sections 4941(d), 4943(c), 4944, or 4945. The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Code Section 4942.

ARTICLE XV
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of December, 2010, and the undersigned Registered Agent has executed these Articles of Incorporation this 29 day of December, 2010, and acknowledged that he is familiar with, and accepts, the obligations of Registered Agent of this Corporation.


Thomas A. Thayer, Sr., Incorporator, and Registered Agent

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501 of the Florida Not For Profit Corporation Act, the following is submitted:

Thayer Foundation, Inc., with its place of business at 5600 Lake Trask Road, Dundee, Florida 33838, has named Thomas A. Thayer, Sr., at 5600 Lake Trask Road, Dundee, Florida 33838, as its agent to accept service of process within Florida.

Dated: December 29, 2010.

Thomas A. Thayer, Sr.

Thomas A. Thayer, Sr., Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 617 of the Florida Not For Profit Corporation Act.

Dated: December 29, 2010.

Thomas A. Thayer, Sr.

Thomas A. Thayer, Sr., Registered Agent

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