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July 24, 2012

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

To Whom It May Concern:

Please file the attached Restated Articles of Incorporation for the Kate & Justin Rose Foundation, Inc. The Restated Articles were adopted on July 18, 2012 by the board of directors of the Kate & Justin Rose Foundation, Inc. There are no members.

Please also return a certified copy of the Restated Articles to my attention at 10437 Moss Park Road, Suite C, Orlando, FL 32832, your earliest convenience.

Finally, please find enclosed a check made to the order of Florida Department of State, Division of Corporations in the amount of \$43.75 for filing the Articles and for the certified copy.

Should have any questions, please contact me at 407-802-1060.

Thank you,

David H. Trevett

121. Jul

RESTATED ARTICLES OF INCORPORATION FOR THE KATE & JUSTIN ROSE FOUNDATION, INC.

2012 JUL 27 PM 4: 16

This duly adopted Restated Articles of Incorporation was adopted by the RETARY OF STATE board of directors on July 18, 2012 and supersede the original Articles of AHASSEE FLORIDA Incorporation and all amendments to them. The effective date for incorporation shall remain November 2, 2011, and there are no Members.

Article I

The name of the corporation is:

Kate & Justin Rose Foundation, Inc.

Article II

The principal place of business address: 10437 Moss Park Road Suite C Orlando, Florida 32832

The mailing address of the corporation is: P.O. Box 593265

Orlando, Florida 32859

Article III

The specific purpose for which this corporation is organized is:

Through nutritional support and education, to provide opportunities for children to unlock the potential that lies within.

Article IV

The manner in which directors are elected or appointed is:
As provided for in the Bylaws.

Article V

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

Law Offices of Trevett & Bonham, P.L. 10437 Moss Park Road

Suite C Orlando, Florida 32832

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature:

By David H. Trevett

Article VI

The name and address of the Incorporator is:

David H. Trevett, Esq. 10437 Moss Park Road Orlando, Florida 32832

Signature of Incorporator: Wall. North

I am the incorporator submitting these Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S. I understand the requirement to file an annual report between January $1^{\rm st}$ and May $1^{\rm st}$ in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officers and directors of the corporation are:

Title: P Kate Rose P.O. Box 593265 Orlando, FL 32859

Title: VP Justin Rose P.O. Box 593265 Orlando, FL 32859

Title: DIR Margi Rose 8 Kings Drive Bristol, En BS7 8JP UK

Title: DIR David H. Trevett 10437 Moss Park Road Orlando, FL 32832

Title: DIR Andrew P. Odenbach 415 E. Pine Street, #1720 Orlando, FL 32801 Title: DIR Sara Moores 2309 Foxhaven Drive West Jacksonville, FL 32224

Article VIII

Said corporation is organized exclusively for charitable 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, or the corresponding section of any future federal tax code.

Article IX

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 Article Eight hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.