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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
OBERNDORF FAMILY FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
OBERNDORF FAMILY FOUNDATION, INC.**
In compliance with Chapter 617, F.S., (Not for Profit)

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Article 1. **Name.** The name of the corporation shall be:

Oberndorf Family Foundation, Inc.

Article 2. **Principal Office.** The street and mailing address of the principal office is:

1255 Gulfstream Avenue
Sarasota, Florida 34236

Article 3. **Purpose.** The purposes for which the corporation is organized are:

1. To operate exclusively for charitable, educational, religious, or scientific 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"); and

2. Subject to and within the limits of such purpose as set forth in Section 1 above, to make contributions to the United States, any state, territory, or any political subdivision thereof, or the District of Columbia, for exclusively public purposes; and to make contributions to corporations, trusts, or community chests, funds or foundations, organized and operated exclusively for charitable, educational, religious, or scientific purposes, no part of the net earnings of which inures to the benefit of any private person, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The corporation shall function as an organization qualifying under Section 501(c)(3) of the Code.

The corporation shall have all of the general powers set forth in the provisions of the Florida Not For Profit Corporation Act, as amended from time to time, together with the power to solicit and receive grants, contributions and bequests for any corporate purpose and the power to maintain a fund or funds of real or personal property for any corporate purposes, provided, however, that the corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Sections 1 and 2. The corporation shall have the right to exercise such other powers as now are, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

Article 4. **Manner of Election.** The manner in which the directors are elected and appointed:

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Directors are elected at the annual meeting of the Board of Directors by Majority vote of the members of the Board.

Article 5. Initial Officers and Directors.

After incorporation, the incorporator shall hold an organizational meeting to elect directors and complete the organization of the corporation. Following the election of the directors, the directors shall hold an organizational meeting to elect officers of the corporation.

Article 6. Registered Agent. The name and Florida street address of the registered agent is:

Rosemary M. Oberndorf
1255 Gulfstream Avenue
Sarasota, Florida 34236

Article 7. Incorporator. The name and address of the Incorporator is:

Mel M. Justak
10 South Wacker Drive, Floor 40
Chicago, Illinois 60606

Article 8. Effective Date.

The effective date of the Articles of Incorporation is the date of receipt for filing by the Florida Department of State.

Article 9. Other provisions.

Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the Bylaws as adopted by the Board of Directors. If the Bylaws so provide, the Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate two or more of the Directors to serve as a committee, which, to the extent provided in such resolution, or resolutions and to the extent consistent with law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it.

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the corporation, voluntarily or involuntarily, or by operation of law or any other provision hereof:

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(1) The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining an exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or (b) cause the corporation to lose such exempt status.

(2) The corporation shall not be operated for the purpose of carrying on a trade or business for profit.

(3) No part of the income of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual, and no director or officer of the corporation or any private individual shall be entitled to share in any distribution of any of the assets of the corporation upon its dissolution, except that reasonable compensation may be paid for services rendered on behalf of the corporation along with reimbursement of reasonable and necessary expenses.

(4) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation except as may otherwise be permitted in accordance with an election pursuant to Section 501(h) of the Code, nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in any activities that are unlawful under applicable Federal, state, or local laws.

(5) If for any period the corporation is a private foundation as defined in Section 509 of the Code, then during such period, the corporation shall be subject to the following restrictions and prohibitions:

- (a) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws.
- (b) In any year in which the corporation is not a private operating foundation, as defined in Code Section 4942(j)(3), the corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

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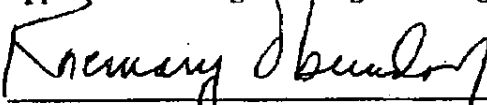
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- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

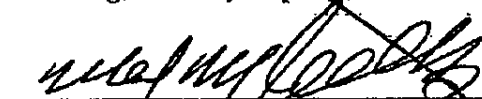
(6) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court 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.

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.


Rosemary Oberndorf, Registered Agent

10/19/2011
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.


Mel M. Justak, Incorporator

10/12/11
Date

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