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EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 225574 5017647

AUTHORIZATION :

COST LIMIT : \$35.00

[Handwritten signature]

ORDER DATE : July 22, 2014

ORDER TIME : 3:32 PM

ORDER NO. : 225574-005

CUSTOMER NO: 5017647

DOMESTIC AMENDMENT FILING

NAME: THE MILL RUN FOUNDATION, INC.

EFFECTIVE DATE:

XX___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX___ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER'S INITIALS: _____

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MILL RUN FOUNDATION, INC.**

In compliance with Chapter 617, Florida Statutes (Not for Profit), the undersigned corporation, for the purpose of amending and restating its Articles of Incorporation, hereby executes the following Amended and Restated Articles of Incorporation.

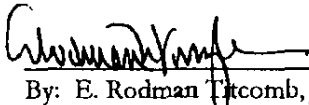
1. The name of the corporation is The Mill Run Foundation, Inc. (the "Corporation"). The Corporation was organized on May 28, 2014.

2. The Amended and Restated Articles of Incorporation (attached hereto as Attachment A) were duly adopted by sufficient vote of the Board of Directors on June 20, 2014.

3. The Corporation does not have members or other persons whose approval of the Amended and Restated Articles of Incorporation is required.

In affirmation thereof, the facts stated above are true and correct:

THE MILL RUN FOUNDATION, INC.



By: E. Rodman Titcomb, Jr.

Title: President

Date: June 20, 2014

14 JUL 22 AM 9:30

ATTACHMENT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE MILL RUN FOUNDATION, INC.

A Florida Not for Profit Corporation

N140000052 11

ARTICLE I. NAME.

The name of the corporation (the "Corporation") shall be:

THE MILL RUN FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE.

The address, including street and number, of the Corporation's principal place of business and mailing address is c/o Sarah Isabel, 30 East 7th Street, Suite 2000, St. Paul, Minnesota, 55101.

ARTICLE III. PURPOSES.

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational 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 to use all lawful means to carry out its objectives. The general purposes of the business to be transacted by the Corporation are:

- (1) To make contributions to any organization as described in Section 501(c)(3) of the Code and make distributions for exempt purposes within the meaning of Section 501(c)(3) of the Code.
- (2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions.

ARTICLE IV. CHARITABLE RESTRICTIONS AND LIMITATIONS.

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

- (1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 III hereof.
- (2) Except to the extent permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing 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.

(3) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the federal income tax under Section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, and (c) by a corporation organized under the Florida Not For Profit Corporation Act as now existing or hereafter amended.

ARTICLE V. CORPORATE POWERS.

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

(5) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Florida Not For Profit Corporation Act and an exempt organization described in Section 501(c)(3) of the Code.

ARTICLE VI. MANNER OF ELECTION OF DIRECTORS AND OFFICERS.

The manner in which the directors and officers are elected or appointed shall be set forth in the Corporation's bylaws.

ARTICLE VII. BOARD OF DIRECTORS.

(1) The affairs of the Corporation shall be conducted by a Board of Directors consisting of not fewer than (3) nor more than nine (9) directors.

(2) The names and addresses of the directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT W. JENSEN	P.O. Box 016309, Miami, Florida 33101
E. RODMAN TITCOMB, JR.	P.O. Box 3267, Palm Beach, Florida, 33480
DONNA M. LUMMUS	P.O. Box 363, Chelsea, Alabama, 35043

ARTICLE VIII. REGISTERED AGENT.

The name and street address of the initial registered agent in Florida is E. Rodman Titcomb, Jr., 137 Cortez Road, West Palm Beach, Florida, 33405.

ARTICLE IX. INCORPORATOR.

The name and address of the incorporator is E. Rodman Titcomb, Jr., P.O. Box 3267, Palm Beach, Florida, 33480.

ARTICLE X. TERRITORY OF OPERATIONS.

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE XI. TERM OF EXISTENCE.

The Corporation shall exist perpetually.

ARTICLE XII. BYLAWS AND AMENDMENTS.

(1) The bylaws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The bylaws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII. DISTRIBUTION UPON 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 the assets

of the Corporation to one or more organizations then qualified under Section 501(c)(3) of the Code selected by the Board of Directors of the Corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located to such organization or organizations as said court shall determine and as are then qualified as exempt under Section 501(c)(3) of the Code.

ARTICLE XIV. PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS.

If the Internal Revenue Service determines that the Corporation is a private foundation as defined in Section 509(a) of the Code the following provisions shall become operative:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess of business holdings as defined in Section 4943(c) of the Code.

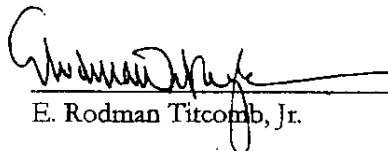
(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ACKNOWLEDGMENT OF REGISTERED AGENT

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.

Executed this 20 day of June, 2014, by the registered agent.


E. Rodman Titcomb, Jr.

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