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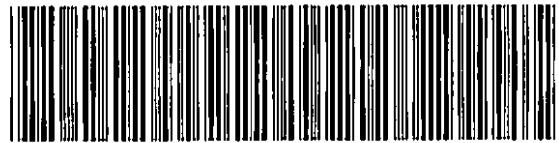
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CT Corp.

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**ARTICLES OF RESTATEMENT
AMENDING AND RESTATING THE ARTICLES OF INCORPORATION OF
THE VANDEVENTER FOUNDATION INC.**

Pursuant to the Florida Not for Profit Corporations Act, as amended, the undersigned submits the following Articles of Restatement as follows:

1. The name of the corporation is THE VANDEVENTER FOUNDATION INC. (the "Foundation").
2. The Articles of Incorporation of the Foundation (the "Articles of Incorporation") are amended and restated by deleting the current Articles of Incorporation in their entirety and substituting therefor the Amended and Restated Articles of Incorporation attached hereto as Exhibit A (the "Restated Articles"). The Restated Articles contain new amendments to the Articles of Incorporation. The Restated Articles supersede the original Articles of Incorporation and all amendments to them.
3. The Restated Articles were unanimously approved and adopted by the Foundation's board of directors on July 30, 2018. Member approval of the Restated Articles was not required because the Foundation has no members.

These Articles of Restatement are executed and effective this 30 day of July, 2018, in the name of the Foundation by the undersigned officer.

By: _____

Thomas Vandeventer, President/Director

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EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VANDEVENTER FOUNDATION INC.**

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to Florida law, were approved unanimously by the Board of Directors on July __, 2018. In compliance with the requirements of the Florida Not for Profit Corporations Act, as amended, (the "Act"), the undersigned hereby sets forth the following:

ARTICLE I: NAME

The name of the corporation shall be THE VANDEVENTER FOUNDATION INC. (the "Foundation").

ARTICLE II: PRINCIPAL OFFICE

The street and mailing address of the principal office of the Foundation is 2911 Cardinal Drive, Attention: Tocqueville Asset Management / Thomas Vandeventer, Vero Beach, FL 32963.

ARTICLE III: PURPOSE

A. The Foundation is organized and shall be operated for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue d of 1986, as amended, or any corresponding provisions of future Internal Revenue laws, and the regulations pertinent thereto (referred to herein as the "Code"), including, the making of distributions to organizations that qualify as exempt organizations under Code § 501(c)(3). The foregoing statement of purpose shall not be considered as limiting or restricting in any manner the powers conferred upon corporations by the Act, and, therefore, the Foundation shall have the power to transact any business not prohibited by law or required to be stated herein.

B. No substantial part of the activities of the Foundation shall be or involve the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of, or in the opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall only carry on activities permitted to be carried on (i) by a corporation exempt from federal income tax under Code § 501(c)(3), or (ii) by a corporation, contributions to which are deductible under Code §§ 170(c), 2055 and 2522.

ARTICLE IV: NO MEMBERS

The Foundation shall have no Members.

ARTICLE V: BOARD OF DIRECTORS

All voting power, including without limitation power to vote on amending these Amended and Restated Articles of Incorporation, shall be vested in the Foundation's Board of Directors (the "Board of Directors" or the "Board"), whose members are referred to herein as "Directors." The Directors shall elect their successors. All matters pertaining to the constitution of the Board and the proceedings thereof, including the election of Directors, shall be as provided in the Foundation's Bylaws. Except as otherwise provided by law, the power and authority to conduct the business and affairs of the Foundation shall be vested solely in the Board.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Foundation is 1200 S. Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent of the Foundation at that office is CT Corporation System.

ARTICLE VII: INUREMENT OF EARNINGS AND COMPENSATION

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, or other private persons, except that the Foundation 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. No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Code § 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code § 170(c)(2).

ARTICLE VIII: PRIVATE FOUNDATION PROVISIONS

Notwithstanding any other provision set forth in these Articles, at any time during which it is deemed a "private foundation" as that term is defined by Code § 509, or the corresponding provisions of any subsequent federal tax laws, the Foundation shall not engage in any act of self-dealing as defined in Code § 4941(d), or the corresponding provisions of any subsequent federal tax laws; the Foundation 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 Code § 4942, or the corresponding provisions of any subsequent federal tax laws; the Foundation shall not retain any excess business holdings as defined in Code § 4943(c), or the corresponding provisions of any subsequent federal tax laws; the Foundation shall not make any investments in such manner

as to subject the Foundation to the tax under Code § 4944, or the corresponding provisions of any subsequent federal tax laws; and the Foundation shall not make any taxable expenditures as defined in Code § 4945(d), or the corresponding provisions of any subsequent federal tax laws.

ARTICLE IX: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Foundation, the Board shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Code § 501(c)(3), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Foundation is then located, solely for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE X: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Foundation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Act and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director or officer of the Foundation or, while a Director or officer of the Foundation, is or was serving at the request of the Foundation as a Director, officer, employee, or agent of another Foundation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. For the avoidance of doubt, to be entitled to indemnification the director or officer must have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Any amendment, repeal, or modification of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.