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8/18/97

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NAME: WILLIAM BENNIX CHARITABLE FOUNDATION, INC.

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Amend & Restated

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
WILLIAM BENNIX CHARITABLE FOUNDATION, INC.**

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Pursuant to Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, the Articles of Incorporation of **WILLIAM BENNIX CHARITABLE FOUNDATION, INC.** are hereby amended and restated as follows:

Articles III, VI, VIII, IX and XI are hereby amended by deleting the provisions of said Articles III, VI, VIII, IX and XI, and by substituting in lieu thereof the following Articles III, VI, VIII, IX and XI; and Articles I, II, IV, V, VII, X and XII are hereby restated as follows:

**ARTICLE I**

**Name**

The name of this Corporation shall be the **WILLIAM BENNIX CHARITABLE FOUNDATION, INC.** and the street address of its initial principal place of business shall be located at 109 Ocean Garden Lane, Cape Canaveral, Florida 32920.

**ARTICLE II**

**Term**

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation by the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

The purposes for which this Corporation is organized are exclusively charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

A. To receive contributions and make distributions in support of organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code within the geographic area of eastern Central Florida and with particular interest within Cape Canaveral and its surrounding communities; and

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B. The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

#### ARTICLE IV

##### Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 109 Ocean Garden Lane, Cape Canaveral, Florida 32920 and the name of the initial registered agent of this Corporation at that address is HAROLD T. HUNTER II.

#### ARTICLE VI

##### Initial Board of Directors

The Board of Directors of the Corporation shall consist of five (5) directors. The number of directors shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the directors of this Corporation on and after August 18, 1997 are:

William Bennix  
P.O. BOX 927  
Cape Canaveral, Florida 32920-0927

Harold Thomas Hunter II  
109 Ocean Garden Lane  
Cape Canaveral, Florida 32920

Frederick E. Gatchell, Sr.  
88 S. Atlantic Avenue #405  
Cocoa Beach, Florida 32931

Harvey L. Elmore  
403 Churchill Avenue  
Cocoa, Florida 32922

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James E. Morgan  
413 Lincoln Avenue  
Cape Canaveral, Florida 32920

The method of election of directors shall be as stated in the Bylaws.

#### ARTICLE VII

##### Incorporator

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Harold Thomas Hunter II  
109 Ocean Garden Lane  
Cape Canaveral, Florida 32920

#### ARTICLE VIII

##### Bylaws

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

#### ARTICLE IX

##### Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

#### ARTICLE X

##### Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the

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publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. If the Corporation is deemed to be a "private foundation" (within the meaning of Section 509 of the Code), then during the period it is a private foundation, the Corporation shall distribute its income for each taxable year for the purposes specified herein, at such time and in such manner as not to subject the Corporation to the tax under Section 4942 of the Code; and additionally, during such period, the Corporation shall not: (i) engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a); (ii) retain any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a); (iii) make any investment that would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) which would give rise to any liability for the tax imposed by Section 4944(a); or (iv) make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a). The requirements and prohibitions contained in this paragraph shall be construed and interpreted in a manner consistent with and to assure compliance with Section 508 of the Code.

Section 5. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

## ARTICLE XI

### Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. Such disposition may include the distribution of assets to an organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or distribution to the federal government, or to a state or local government for a public purpose. Any such assets not so

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disposed of shall be disposed of by the Circuit 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.

## ARTICLE XII

### Indemnity

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators and assigns, against any and all expense, including, but not limited to, amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding, by reason of having been or being directors or officers; provided, that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, bylaw, agreement, vote of active member, or otherwise.

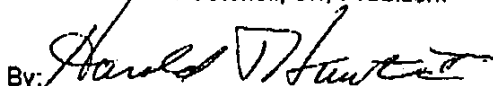
These Amended and Restated Articles of Incorporation were authorized by Written Action of the Board of Directors on Aug. 14, 1997, and by the Community Foundation of Central Florida, Inc. by action of its Executive Committee on June 26, 1997 and there are no members entitled to vote on the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by the undersigned and are true and correct.

Dated this 18 day of August, 1997.

WILLIAM BENNIX CHARITABLE  
FOUNDATION, INC.

By:   
Frederick E. Gatchell, Sr., President

By:   
HAROLD T. HUNTER, II, Secretary