

Division of Corporations

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRANK AND CAROL MORSANI FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1107 of the Florida Statutes, the FRANK AND CAROL MORSANI FOUNDATION, INC., a Florida not for profit Corporation (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on September 24, 1997 (and previously amended on September 14, 2007), hereby amends and restates its Articles of Incorporation in their entirety.

These Amended and Restated Articles of Incorporation were duly adopted by the Members of the Corporation on August 17, 2012, and the number of votes cast in favor of these Amended and Restated Articles of Incorporation were sufficient for approval.

**ARTICLE I
NAME AND ADDRESS**

(a) The name of the Corporation is and shall be to be the FRANK AND CAROL MORSANI FOUNDATION, INC.

(b) The street address of the principal office of the Corporation shall be c/o R. Alan Higbee, 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

(c) The mailing address of the Corporation shall be shall be c/o R. Alan Higbee, 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in paragraph (b), the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws.

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(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(5) 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 Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent Federal tax laws.

(9) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

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ARTICLE IV
POWERS

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V
MEMBERS

- (a) The Corporation shall have one class of members.
- (b) The rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the Corporation.

ARTICLE VI
DIRECTORS

- (a) All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed by, a Board of Directors.
- (b) *The names and addresses of the current members of the Board of Directors of the Corporation are as follows:*

- (1) Frank L. Morsani
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607
- (2) Carol D. Morsani
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607
- (3) R. Alan Higbee
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607
- (4) Leanne Rowe
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607
- (5) Larry Anderson
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607
- (6) Suzanne Anderson
4301 W. Boy Scout Blvd., Suite 300
Tampa, Florida 33607

- (c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the Corporation. The number of directors may be increased or decreased in

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the manner provided in the bylaws of the Corporation, but the Corporation shall always have at least three (3) directors.

ARTICLE VII **OFFICERS**

The names and addresses of the currently serving officers of the Corporation, who shall continue to serve until successors are duly qualified and appointed pursuant to the bylaws of the Corporation, are as follows:

Frank L. Morsani 4301 W. Boy Scout Blvd., Suite 300 Tampa, Florida 33607	President, Treasurer, and Assistant Secretary
Carol D. Morsani 4301 W. Boy Scout Blvd., Suite 300 Tampa, Florida 33607	Vice President and Assistant Treasurer
R. Alan Higbee 4301 W. Boy Scout Blvd., Suite 300 Tampa, Florida 33607	Secretary

ARTICLE VIII **BYLAWS**

The bylaws of the Corporation shall be as adopted by the directors of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE IX **AMENDMENT OF ARTICLES OF INCORPORATION**

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE X **DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws.

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ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

(a) The street address of the Corporation's initial registered office is 4301 W. Boy Scout Blvd., Suite 300, Tampa, Florida 33607.

(b) The name of the Corporation's initial registered agent at that address is R. Alan Higbee.

I, FRANK L. MORSANI, as President of the Corporation, have signed these Amended and Restated Articles of Incorporation on August 17, 2012. These Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State.



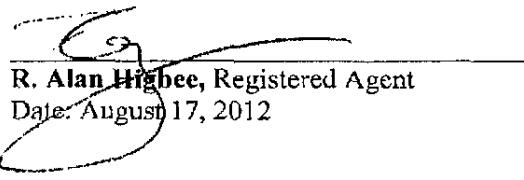
Frank L. Morsani, President

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated Corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.


R. Alan Higbee, Registered Agent
Date: August 17, 2012

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