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COR AMND/RESTATE/CORRECT OR O/D RESIGN

THE BRUNELL FAMILY FOUNDATION, INC.

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Amended
Restated
4/16/07

**ARTICLES OF AMENDMENT AND RESTATMENT OF
THE ARTICLES OF INCORPORATION
OF
THE BRUNELL FAMILY FOUNDATION, INC.**

- A. The name of the Corporation is The Brunell Family Foundation, Inc.
- B. The Articles of Incorporation were filed with the Florida Secretary of State on May 6, 1998.
- C. Amendments to the Articles of Incorporation were adopted on November 1, 2007, by the Board of Directors of the Corporation in order to (i) update and simplify the provisions of the Articles of Incorporation, and (ii) amend and restate the Articles of Incorporation in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BRUNELL FAMILY FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of the "Corporation" is "The Brunell Family Foundation, Inc."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the Corporation's principal office is 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE III
PURPOSES**

The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to exercise all the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of

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the laws of the State of Florida. However, the Corporation is subject to the following limitations:

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 these Articles of Incorporation;
2. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Code;
3. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and
4. 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 Code, (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE IV SOLE MEMBER

The sole member of the Corporation shall be Mark A. Brunell (the "Sole Member"). The membership interest in this Corporation shall be represented by a certificate which shall be transferable within the sole discretion of the Sole Member.

ARTICLE V REGISTERED AGENT AND OFFICE

The name of the Company's registered agent in Florida is Smith Hulsey & Busey, Professional Association. The street address of the Company's registered office in Florida and the address of said agent are 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VI INITIAL TRUSTEES AND MANNER OF ELECTION OF TRUSTEES

The Corporation shall be managed by or under the direction of a Board of Trustees, subject to the powers reserved to the Sole Member. At all times, there shall be

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at least three members of the Board of Trustees. The Board of Trustees shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws. The method of appointment or election of trustees shall be as stated in the Bylaws of this Corporation. The name and addresses of the initial Trustees are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Mark A. Brunell | 652 Deerfield Farm Court Great Falls, Virginia 22066 |
| Stacy J. Brunell | 652 Deerfield Farm Court Great Falls, Virginia 22066 |
| Gregory L. Feste | 9501 Scenic Bluff Austin, Texas 78733 |
| Cindy Hamilton | 1325 San Marco Boulevard, Suite 601 Jacksonville, Florida 32207 |

ARTICLE VII **DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization, or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Court in the State 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.

ARTICLE VIII **INTENT TO DISTRIBUTE**

The Corporation is a private foundation. The Corporation shall distribute its income for each tax year at such time and in such a manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in a manner as to incur tax liability under Section 4944

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of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

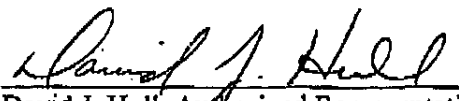
ARTICLE IX
AMENDMENTS

The Sole Member of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

ARTICLE X
INDEMNIFICATION

Trustees, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

IN WITNESS THEREOF, the undersigned authorized representative executed these Articles of Amendment and Restatement of the Articles of Incorporation on this 15th day of November, 2007.




David J. Hull, Authorized Representative

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, The Brunell Family Foundation, Inc. organized under the laws of the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the Corporation is The Brunell Family Foundation, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, Professional Association, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY, PROFESSIONAL ASSOCIATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.


Harry M. Wilson, III
Vice-President

Date: November 15, 2007

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