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Real Estate Lawyer

February 29, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: **CSR America Companies Foundation, Inc.**
f/k/a The Rinker Companies Foundation, Inc.

Gentlemen:

Please find enclosed the original and one copy of the Amended and Restated Articles of Incorporation in reference to the above captioned non-profit corporation together with a check in the sum of \$35.00 for the filing fee.

Please provide my office with a receipted copy of the Amended and Restated Articles of Incorporation in the enclosed self-addressed stamped envelope.

If you have any questions, please give me a call.

Sincerely,



William J. Payne
Signed in the absence of Mr. Payne
to expedite delivery.

WJP/sdh
Enclosures

C:\My Documents\lrs\2000\state-foundation.doc

FILED
00 MAR -2 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
& Restated

S. PAYNE MAR 13 2000.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE RINKER COMPANIES FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is:

CSR AMERICA COMPANIES FOUNDATION, INC.

(f/k/a **THE RINKER COMPANIES FOUNDATION, INC.**)

ARTICLE II

ADDRESS

The initial street address of the principal office of the Corporation is to be at 1501 Belvedere Road, West Palm Beach, FL 33406. The Directors may from time to time designate such other address and place for the principal office of this Corporation as they may see fit.

ARTICLE III

NATURE OF BUSINESS

The purpose of **CSR AMERICA COMPANIES FOUNDATION, INC.** is to receive and administer funds for religious, charitable, scientific, testing for public safety, literary or educational purposes.

This Corporation is further organized for the purposes of transacting any and all lawful business connected therewith, including the procuring, taking, receiving, holding and enjoyment of gifts of money and property, real or personal, of every kind and character from any person, corporation or association, including the United States, the State of Florida, any county or

municipality of said State, or any agency thereof, for the purposes aforesaid, and to act as Trustee of any funds or property given or donated for special uses and purposes and to execute all such uses and purposes; provided, however, that all gifts and donations made to said Corporation, with directions as to the use thereof, or the income therefrom, and accepted by said Trustees, shall be held and used by said Trustees, in accordance with such directions.

In general, to have and exercise all powers conferred by Chapter 617, Florida Statutes, defining corporations formed under said Act, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV

SCOPE OF POWERS

A. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with or in cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

B. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any other future United States Internal Revenue Law.

ARTICLE V

NON-PROFIT CHARACTER OF CORPORATION

This Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual. Upon liquidation and dissolution of this Corporation, the assets of the Corporation shall be paid over and distributed to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or in the absence of such organization, to the federal, state or local government for exclusive public purposes.

ARTICLE VI

QUALIFICATION OF MEMBERS

The membership of this Corporation shall consist of all persons hereinafter named as subscribers, initial officers and directors and such other persons designated by the Board of Directors as set forth in the By-Laws of the Corporation.

ARTICLE VII

This Corporation shall have perpetual existence.

ARTICLE VIII

INITIAL OFFICERS OF THE CORPORATION

The officers of this Corporation shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as may be provided by the By-Laws of the Corporation. Any person may hold two or more offices except the President may not also be the Secretary or Assistant Secretary of the Corporation.

ARTICLE IX
BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by a Board of Directors. The Corporation shall have not less than four (4) directors initially. The number of Directors may be increased from time to time, by the By-Laws, but shall never be less than four (4) nor more than seven (7). The Board of Directors shall be members of the Corporation. The members of the board of Directors shall be elected and hold office in accordance with the By-Laws.

The Board of Directors of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its business, as they deem necessary from time to time.

Under proper notice the By-Laws may be amended, altered or rescinded by a two-thirds vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X
AMENDMENTS

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds vote of the membership or of the Board of Directors present at any regular meeting or any special meeting called for that purpose. Notwithstanding the foregoing amendatory provisions and the amendatory provisions of Florida Statutes, Chapter 617, the following provision shall remain in full force and effect:

Upon liquidation and dissolution of this Corporation, the assets of the Corporation shall be disposed of as provided for under Article V of these Articles of Incorporation.

ARTICLE XI

REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the initial registered office of this Corporation
are as follows:

Frank LaPlaca
1501 Belvedere Road
West Palm Beach, FL 33406

ARTICLE XII

EFFECTIVE DATE

These Amended and Restated Articles of Incorporation shall be effective on the date of
filing with the Secretary of State.

CERTIFICATE

In accordance with Florida Statutes Section 617.01201, the attached Amended and Restated Articles of Incorporation were duly adopted by resolution by the corporation's directors/members on the 31 day of JAN, 2000.

CSR AMERICA COMPANIES
FOUNDATION, INC.
f/k/a Rinker Companies Foundation, Inc.



DAVID V. CLARKE,
Chairman and President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **CSR AMERICA COMPANIES FOUNDATION, INC.**, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


FRANK LAPLACA

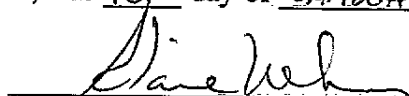
DATE: Jan. 15, 2000

STATE OF FLORIDA

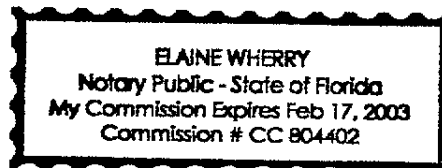
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, an officer authorized to administer oaths and take acknowledgments, FRANK LAPLACA, to me well known and by me known to be the person described in or who produced _____ as identification and who executed the foregoing Acceptance of Registered Agent and he acknowledged to and before me that he executed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Palm Beach Gardens in said County and State, this 15th day of JANUARY, 2000.


Notary Public, State of Florida

My Commission expires: 2/17/2003



THE RINKER COMPANIES FOUNDATION, INC.

ACTION OF MEMBERS/DIRECTORS
TAKEN BY UNANIMOUS WRITTEN CONSENT
WITHOUT A SPECIAL MEETING
January 31, 2000

The undersigned, being all the Members/Directors of The Rinker Companies Foundation, Inc., a Florida not for profit corporation (the "Corporation"), do hereby adopt the following resolution by written consent in lieu of a meeting, pursuant to Florida Statute 617.0701(4):

WHEREAS, the Corporation desires to amend and restate its Articles of Incorporation;

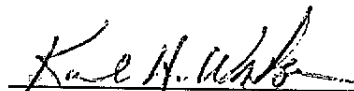
RESOLVED, that the Amended and Restated Articles of Incorporation of the Rinker Companies Foundation, Inc., (a copy of which is attached hereto and made a part hereof as Exhibit "A"), including but not limited to the name change of the Corporation to CSR AMERICA COMPANIES FOUNDATION, INC. be and is hereby approved, and that David V. Clarke, President and Frank LaPlaca, Secretary or any other appropriate officer of the Corporation, be and are hereby authorized to execute any and all documents and take any and all action necessary to effectuate the above-mentioned amendment and restatement.

This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

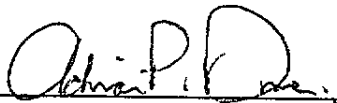
IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Consent of Members/Directors in Writing as a Member/Director of The Rinker Companies Foundation, Inc. as of the 31 day of January, 2000.



DAVID V. CLARKE



KARL H. WATSON



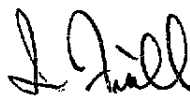
ADRIAN DRIVER



KARL H. WATSON, JR.



FRANK LAPLACA



IRA FIALKOW