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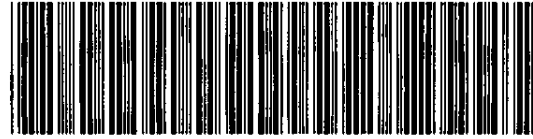
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Amended  
Restated  
@ 11.7.14

**CRAMER, PRICE & de ARMAS, P.A.**  
ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
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Of Counsel: Philip A. Tharp  
(1939-2003)

December 26, 2013

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Amendment to the Articles of Incorporation of The First Orlando Foundation, Inc.

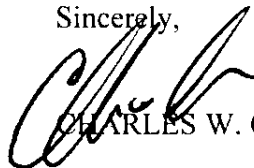
To Whom It May Concern:

Enclosed herewith please find an original and a copy of the Amended and Restated Articles of Incorporation of The First Orlando Foundation, Inc. Enclosed is my firm's check in the amount of \$35.00 for the filing fee.

Please file this document and remit the Certificate of Amendment to the undersigned.

Thank you in advance for your cooperation.

Sincerely,

  
CHARLES W. CRAMER

CWC:bw  
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**THE FIRST ORLANDO FOUNDATION, INC.**

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Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of the above named Corporation are amended and restated in their entirety and the Corporation adopts the following Amended and Restated Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of this Corporation shall be **The First Orlando Foundation, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 3000 South John Young Parkway, Orlando, Florida 32805-6691.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. To operate exclusively for the benefit of its sole Member, The First Baptist Church of Orlando, Inc. (hereinafter referred to as "FBCO") and entities in which FBCO is the sole or majority Member;
2. To assist in and contribute to the growth and development of the ministries and activities of FBCO and entities in which FBCO is the sole or majority Member;

3. To systematically and proactively pursue and administer planned gifts and institutional grants to benefit and support all ministries of FBCO and entities in which FBCO is the sole or majority Member;

4. To make distributions to FBCO and entities in which FBCO is the sole or majority Member for their religious, charitable and educational purposes, determined from time to time by the Board of Directors of the Corporation, in their sole and exclusive discretion;

5. To help families and individuals prepare for estate planning;

6. To serve as a mechanism for non-cash giving to Kingdom causes;

7. To introduce innovative, tax-wise solutions for transferring wealth to God's Kingdom;

8. To identify and connect FBCO members to a team of the brightest and most passionate experts in charitable giving;

9. To help generous believers reach their highest potential in giving, thereby facilitating more impact for the Kingdom, more joy for them, and ultimately more glory for God;

10. To act as fiduciaries for the endowments of FBCO, entities in which FBCO is the sole or majority Member and the Corporation; and

11. To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

#### **ARTICLE IV – EXISTENCE**

The existence of this Corporation shall be perpetual.

#### **ARTICLE V: RESTRICTIONS**

A. **No Private Inurement.** No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VI: DIRECTORS**

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Corporation's Bylaws as amended from time to time.

B. Powers. The Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

C. Term. The term of each Director shall be as established in the Corporation's Bylaws.

D. Election. The method of electing the Directors shall be contained in the Corporation's Bylaws.

#### **ARTICLE VII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to The First Baptist Church of Orlando, Inc., a Florida non-profit corporation, and if The First Baptist Church of

Orlando, Inc. has ceased to exist as an incorporated entity or is no longer an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

#### **ARTICLE IX – MEMBER**

The sole voting member and the sole member of the Corporation shall be The First Baptist Church of Orlando, Inc.

#### **ARTICLE IX – POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

#### **ARTICLE X – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of a director to

the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the

remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENTS**

A. Bylaws. The Corporation's Bylaws may be amended in accordance with the procedures set forth in the Corporation's Bylaws.

B. Articles of Incorporation. These Articles of Incorporation may be amended in accordance with the procedures set forth in the Corporation's Bylaws.

The undersigned Directors of the Corporation's Board of Directors have executed these Amended and Restated Articles of Incorporation this 12 day of December, 2017<sup>3</sup>.

The First Orlando Foundation, Inc.

By: 

Print name: A. Stewart Hall, Jr  
Chairman of Board of Directors

By: \_\_\_\_\_

Print name: \_\_\_\_\_

Print title: \_\_\_\_\_



CERTIFICATE PURSUANT TO FLORIDA CHAPTER 617

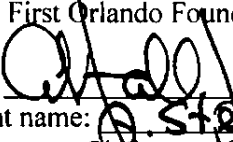
The undersigneds certify as follows:

1. The Amended and Restated Articles of Incorporation of The First Orlando Foundation, Inc. dated July 19, 2012, require the approval of The First Orlando Foundation, Inc.'s sole member, The First Baptist Church of Orlando, Inc.

2. The Amended and Restated Articles of Incorporation of The First Orlando Foundation, Inc. dated July 19, 2012 were approved by The First Baptist Church of Orlando, Inc.'s Board of Trustees at a duly constituted meeting on November 28, 2012 and by The First Baptist Church of Orlando, Inc. at a duly constituted meeting on December 30, 2012.

The undersigned Directors of the Corporation's Board of Directors have executed this Certificate this 12 day of December, 2013

The First Orlando Foundation, Inc.

By:   
Print name: D. Stewart Hall, Jr  
Chairman of Board of Directors

By: \_\_\_\_\_  
Print name: \_\_\_\_\_  
Print title: \_\_\_\_\_