

FOSUCCCC2652

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

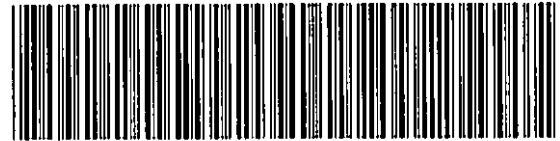
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200408016472

05/05/23--01017--004 **35.00

FILED
2004-05 PM 8:13
STATE
FL

RECEIVED

R. HUNT

05/05/23

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Taylor University Foundation Inc., formerly The William Taylor Foundation

Name of Corporation

DOCUMENT NUMBER: F05000002652

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Elyse Miller

Name of Contact Person

Taylor University

Firm/Company

1846 Main Street

Address

Upland, IN 46989

City/State and Zip Code

elyse_miller1@taylor.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Elyse Miller

Name of Contact Person

at (765) 998-4614

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA
(Pursuant to s. 617.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F05000002652

(Document Number of Corporation (If known))

1. The William Taylor Foundation
(Name of corporation as it appears on the records of the Department of State)
2. Indiana 3. May 3, 2005
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? March 2, 2021

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Taylor University Foundation, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

n/a n/a
(New duration) (Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

n/a n/a
(New jurisdiction) (Date)

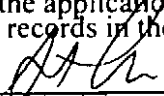
8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

n/a

n/a

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of the chairman or vice chairman of the board, president, or other officer – if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Stephen Olson
(Typed or printed name of the person signing)

Executive Director
(Title of person signing)

**State of Indiana
Office of the Secretary of State**

**Certificate of Amended and Restated Articles
of
THE WILLIAM TAYLOR FOUNDATION, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Amended and Restated Articles of the above Domestic Nonprofit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The name following said transaction will be:

TAYLOR UNIVERSITY FOUNDATION, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, March 02, 2021.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, March 02, 2021

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

193025-105 / 8918119

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
03/02/2021 09:03 AM

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

BUSINESS ID 193025-105
BUSINESS TYPE Domestic Nonprofit Corporation
BUSINESS NAME THE WILLIAM TAYLOR FOUNDATION, INC.
PRINCIPAL OFFICE ADDRESS TAYLOR UNIVERSITY, 236 W READE AVE, UPLAND, IN, 46989 - 1001, USA
DATE AMENDMENT WAS ADOPTED 03/02/2021

EFFECTIVE DATE

EFFECTIVE DATE 03/02/2021
EFFECTIVE TIME 05:25PM

ARTICLE II - BUSINESS NAME CHANGE

DATE OF ADOPTION 02/21/2021
NEW BUSINESS NAME Taylor University Foundation, Inc.

ARTICLE I - CURRENT REGISTERED AGENT

DATE OF ADOPTION 03/01/2021
REGISTERED AGENT TYPE Individual
NAME Stephen Olson
ADDRESS 236 West Reade Avenue, Upland, IN, 46989, USA
SERVICE OF PROCESS EMAIL StOlson@tayloru.edu

I acknowledge that the Service of Process email provided above is the email address at which electronic service of process may be accepted.

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
03/02/2021 09:03 AM

ARTICLE II - GENERAL INFORMATION

DATE OF ADOPTION 02/21/2021

MANNER OF ADOPTION AND VOTE

Action by Board of Directors:

The Board of Directors duly adopted a resolution proposing to amend the Articles of Incorporation.

Vote of the Board of Directors at meeting held on 11/12/2020, at which a quorum of such Board was present.

Action by Members:

If approval of members was not required

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

SIGNATURE

THE SIGNATOR(S) REPRESENTS THAT THE REGISTERED AGENT NAMED IN THE APPLICATION HAS CONSENTED TO THE APPOINTMENT OF REGISTERED AGENT.

THE UNDERSIGNED OFFICER OF THIS NONPROFIT CORPORATION EXISTING PURSUANT TO THE PROVISIONS OF THE INDIANA NONPROFIT CORPORATION ACT DESIRES TO GIVE NOTICE OF ACTION EFFECTUATING BUSINESS RESTATEMENT WITH AMENDMENT OF CERTAIN PROVISIONS OF ITS ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED HEREBY VERIFIES, SUBJECT TO THE PENALTIES OF PERJURY, THAT THE STATEMENTS CONTAINED HEREIN ARE TRUE, THIS DAY **March 2, 2021**

SIGNATURE

Paige Cunningham

TITLE

Chair

Business ID : 193025-105

Filing No. : 8918119

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TAYLOR UNIVERSITY FOUNDATION, INC.

The undersigned officer of Taylor University Foundation, Inc. (the "Foundation"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles of Incorporation"), which supersede and take the place of the previously existing articles of incorporation of the Foundation and all previous amendments thereto:

ARTICLE I

Name

The name of the Foundation is Taylor University Foundation, Inc.

ARTICLE II

Preamble

The Foundation exists to serve God and His Kingdom by supporting, cultivating, and assisting in the establishment and maintenance of various ministries, activities, and programs of Taylor University (the "Supported Organization"). Interdenominational in character, the Foundation is guided by Biblical doctrines found in God's Holy Word, the Bible, and by a long history of service to God and His Kingdom through the Supported Organization.

ARTICLE III

Purposes

The Foundation is a public benefit corporation that shall be organized and operated exclusively to benefit, perform, and carry out the educational, charitable, religious, scientific, and similar purposes of the Supported Organization, to the extent that such purposes are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws. Without limiting the foregoing, and to the extent permitted by the Code sections cited above, the Foundation shall be organized and operated exclusively to enhance and support the charitable, educational, religious, and scientific purposes and programs of the Supported Organization by receiving, holding, investing, and administering property, and by making expenditures to or for the benefit of the Supported Organization. Specific functions of the Foundation shall include, but not be limited to, providing support to the Supported Organization, its faculty, administration, and students; and promoting, sponsoring, and carrying out educational, charitable, religious, scientific, and related activities and objectives, all for the benefit of the Supported Organization.

ARTICLE IV

Powers

Notwithstanding any other provision of these Articles of Incorporation, neither the Board of Directors nor the Foundation shall have the power or authority to do any act that will prevent the Foundation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Foundation shall possess all of the

rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE V

Period of Existence

The period during which the Foundation shall continue is perpetual.

ARTICLE VI

Registered Agent and Registered Office

Section 1. At the time of filing these Articles of Incorporation, the name, address, and email address of the registered agent in charge of the Foundation's registered office are Stephen Olson, Taylor University Foundation, Inc., Taylor University, 236 West Reade Avenue, Upland, Indiana 46989-1001, StOlson@tayloru.edu.

Section 2. At the time of filing these Articles of Incorporation, the street address of the registered office of the Foundation is 236 West Reade Avenue, Upland, Indiana 46989-1001.

Section 3. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of registered agent.

ARTICLE VII

Members

The Foundation shall not have members as that term is defined in the Act. The Foundation may, however, designate as “members” individuals, corporations, or other associations and organizations that satisfy certain criteria established by the Board of Directors and that support the purposes and programs of the Foundation. Such designation shall carry no legal significance under the Act and shall not entitle such “members” to any vote on Foundation matters or to notice of, or attendance at, Foundation meetings.

ARTICLE VIII

Directors

The exact number of directors of the Foundation shall be specified in or fixed in accordance with the Bylaws of the Foundation at a number no smaller than three (3). At all times, all of the directors shall be appointed by the Supported Organization.

ARTICLE IX

No Private Inurement

None of the Foundation’s net earnings shall inure to the benefit of any private individual.

ARTICLE X

Regulation of Foundation Affairs

The affairs of the Foundation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Foundation is deemed a “private foundation” described

in Code section 509(a), the Foundation shall make distributions at such time and in such manner as not to subject the Foundation to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, at any time the Foundation is deemed a “private foundation” described in Code section 509(a) the Foundation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Foundation to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Directors nor the Foundation shall have power or authority to do any act that will prevent the Foundation from being an organization described in Code section 501(c)(3).

Section 4. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Foundation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 5. The Foundation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Subject to the provisions of these Articles of Incorporation and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct the affairs of the Foundation.

Section 7. The power to make, alter, amend, and repeal the Bylaws of the Foundation shall be vested in the Foundation's Board of Directors; provided, however, that for any such change or amendment to become effective it must be approved by a majority of the members of the Supported Organization's Board of Trustees.

Section 8. No director of the Foundation shall be liable for any of its obligations.

Section 9. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

Section 10. All parties dealing with the Foundation shall have the right to rely upon any action taken by the Foundation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Foundation's Articles of Incorporation, Bylaws, and applicable law.

Section 11. The Board of Directors may from time to time, in the Bylaws of the Foundation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Foundation.

ARTICLE XI

Dissolution of the Foundation

If the Foundation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement and as determined by the Board of Directors, to the Supported Organization. If at the time of the Foundation's dissolution the Supported Organization is not described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), the Foundation shall distribute such property to one or more organizations designated by the Board of Directors that are organized

and operated for purposes substantially the same as those of the Foundation and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

ARTICLE XII

Amendments

The power to make, alter, amend, or repeal these Articles of Incorporation is vested in the Board of Directors of the Foundation; provided, however, that for any such change or amendment to become effective it must be approved by a majority of the Supported Organization's Board of Trustees...

The undersigned officer of the Foundation hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing, and states that the manner of their adoption and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the previously existing Articles of the Foundation, and the Bylaws of the Foundation.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 17th day of February, 2021.


Paige Cunningham, Chair

This instrument was prepared by Joseph E. Miller, Jr., Attorney at Law, Faegre Drinker Biddle & Reath LLP, 300 North Meridian Street, Suite 2500, Indianapolis, Indiana 46204

APPROVED AND FILED
CONNIE LAWSON
INDIANA SECRETARY OF STATE
03/02/2021 09:03 AM