

6/13/2017

Division of Corporations

**L11000138678**

Florida Department of State  
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
FLORIDA NATURE AND CULTURE CENTER, LLC**

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J. HARRIS

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF**

**FLORIDA NATURE AND CULTURE CENTER, LLC**

- FIRST:** The name of the limited liability company filing these Amended and Restated Articles of Organization is FLORIDA NATURE AND CULTURE CENTER, LLC (the "Company"). The Articles of Organization of the Company were filed on December 8, 2011 and assigned Florida document number L11000138678.
- SECOND:** In accordance with the terms and conditions of the Company's Operating Agreement and pursuant to that certain Membership Interest Assignment and Assumption Agreement (the "Assignment Agreement"), dated as of June 9, 2017 (the "Assignment Date"), the original sole member of the Company, Soka Gakkai International - USA, a California nonprofit religious corporation ("Assignor"), assigned 100% of the membership interests in the Company to SGI-USA Center, a California nonprofit religious corporation ("Assignee"), and Assignee assumed 100% of the membership interests in the Company. Pursuant to the Assignment Agreement and as of the Assignment Date, Assignee is the sole member of the Company.
- THIRD:** Pursuant to the authority and provisions of Section 605.0202 of the Florida Revised Limited Liability Company Act, these Amended and Restated Articles of Organization supersede and take the place of the heretofore existing Articles of Incorporation and any and all amendments thereto:

**ARTICLE I - NAME**

The name of the limited liability company is FLORIDA NATURE AND CULTURE CENTER, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 20000 Manatee Isles Drive, Weston Florida 33332.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

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#### ARTICLE IV - PURPOSES

The Company is organized exclusively to further charitable, educational and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), by supporting the charitable, educational and religious activities of Soka Gakkai International - USA ("SGI-USA"), a tax-exempt religious organization described in section 501(c)(3) of the Code, and SGI-USA Center (the "Center"), a tax-exempt religious organization described in section 501(c)(3) of the Code. The Company's support for SGI-USA and the Center will include the operation of the Florida Nature and Culture Center as a facility for SGI-USA members to refresh their spirit and determination to practice Nichiren Buddhism, including, without limitation, the following:

- (a) To participate in and sponsor any activity designed and implemented to promote the charitable, educational and religious purposes of the Company, SGI-USA, and the Center;
- (b) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any persons, corporations or other entities, or earned by it in its activities; and
- (c) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for an organization described in section 501(c)(3) of the Code.

#### ARTICLE V - REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Michael Bynum. The Florida street address of the registered agent of the Company is 20000 Manatee Isles Drive, Weston, Florida 33332.

#### ARTICLE VI - MANAGEMENT

The Company is to be member managed.

#### ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company only in accordance with the terms and conditions of the Company's Operating Agreement.

#### ARTICLE VIII - DISSOLUTION

Upon the dissolution or winding up of the Company, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Company shall be

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distributed to the Center, its sole member, as long as the Center is then described in section 501(c)(3) of the Code or, if the Center is not then so described, to an organization or organizations with the similar religious purpose of practicing Nichiren Buddhism. Each such organization shall be described in section 501(c)(3) of the Code.

#### ARTICLE IX - LIMITATIONS

Notwithstanding any powers granted to the Company under its Operating Agreement or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Company shall inure to the benefit of any manager or officer of the Company or any private individual (except that reasonable compensation may be paid for services rendered to or for the Company, and except to the extent that a benefit accrues to persons in accordance with the carrying out of the Company's charitable purposes as herein defined), and no manager or officer of the Company or any private individual shall be entitled to share in the distribution of any of the Company's assets on dissolution of the Company.

(b) No substantial part of the activities of the Company shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(c) The Company shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code or by an organization contributions to which are deductible under sections 170(c)(2), 2522(a)(2) or 2055(a)(2) of the Code.

*(signature page follows)*

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of the 9th day of June, 2017.

**SOLE MEMBER:**

SGI-USA Center,  
a California nonprofit religious corporation

By: 

Name: Michael Bynum

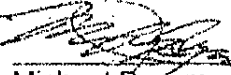
Title: Secretary

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**STATEMENT OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for the Company at the place designated in these Amended and Restated Articles of Organization, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

Dated this 9<sup>th</sup> day of June, 2017.

  
\_\_\_\_\_  
Michael Bynum  
Registered Agent

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