

N000000 006 206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

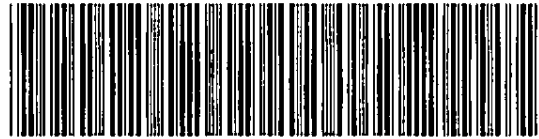
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700343416397

04/23/20--01024--026 **35.00

2020 MAY 23 AM 8:04

C. GOLDEN

MAY 26 2020



BINGHAM
GREENEBAUM

Donza L. Lockett
Paralegal

donza.lockett@dentons.com
D +1 502 587 3670

Dentons Bingham Greenebaum LLP
3500 PNC Tower
101 South Fifth Street
Louisville, KY 40202
United States

dentons.com

VIA UNITED PARCEL SERVICE

May 19, 2020

Florida Department of State
Division of Corporations
ATTN: Clarethia Golden
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Letter Number: 920A00009431
Ref. Number: N00000006206
The Rawlings Foundation, Inc. – Amended and Restated Articles of Incorporation

Dear Ms. Golden:

Enclosed is your letter dated May 7, 2020, together with the corrected Amended and Restated Articles of Incorporation of The Rawlings Foundation, Inc. (signed original and copy enclosed herewith). We **respectfully request the original filing date of April 23, 2020 be retained.**

Please return a file-stamped copy of the Amended and Restated Articles of Incorporation to:

Ross D. Cohen, Esq.
Dentons Bingham Greenebaum LLP
3500 PNC Tower
101 South Fifth Street
Louisville, KY 40202
email: ross.cohen@dentons.com

Should there be any further issues with the enclosed document, we would greatly appreciate being contacted via telephone or email prior to the document being returned. Please contact me at (502) 587-3670 or at donza.lockett@dentons.com.

Thank you for your assistance and attention to this matter.

Sincerely,

Donza L. Lockett

Donza L. Lockett
Paralegal

Enclosures
21075499.1

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Rawlings Foundation, Inc.

DOCUMENT NUMBER: N00000006206

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ross D. Cohen, Esq.

(Name of Contact Person)

Dentons Bingham Greenebaum LLP

(Firm/ Company)

3500 PNC Tower, 101 South Fifth Street

(Address)

Louisville, KY 40202

(City/ State and Zip Code)

ross.cohen@dentons.com

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

For further information concerning this matter, please call:

Donza L. Luckett, Paralegal

502

587-3670

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2020

ROSS D. COHEN, ESQUIRE
3500 PNC TOWER
101 SOUTH FIFTH STREET
LOUISVILLE, KY 40202

SUBJECT: THE RAWLINGS FOUNDATION, INC.
Ref. Number: N00000006206

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct number 2 on page 1 to read Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 920A00009431

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

2022-10-23 AM 8:04

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Fla. Stat. § 617.01011 *et seq.* (the "Act"), the undersigned, as the duly authorized officer of **THE RAWLINGS FOUNDATION, INC.**, a Florida nonprofit corporation ("Corporation"), desiring to amend and restate the Articles of Incorporation of the Corporation, does hereby state the following:

1. **NAME.** The name of the Corporation is The Rawlings Foundation, Inc.
2. **AMENDED AND RESTATED ARTICLES OF INCORPORATION.** The Corporation's Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation is The Rawlings Foundation, Inc.

**ARTICLE II
PURPOSES AND POWERS**

(1) Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of this ARTICLE II or the Bylaws of the Corporation ("Bylaws").

(2) The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of subsequent Federal tax law (the "Code"), and in accordance with the terms of this ARTICLE II and the Bylaws. The Corporation shall have all the powers granted to nonprofit corporations under the laws of the State of Florida, which powers shall be exercised solely in furtherance of the charitable purposes described in this ARTICLE II. The Corporation may conduct its charitable activities both within and without the State of Florida.

(3) It is the intention of the Corporation at all times to qualify and remain qualified as exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Code. Therefore, notwithstanding any other provisions hereof:

(a) the Corporation shall use, apply, disburse, grant or donate so much of its corporate assets as the Board of Directors of the Corporation (the "Board") or the Member (as hereinafter defined) shall determine from time to time in furtherance of the charitable purposes of the Corporation in accordance with the Bylaws, including without limitation by engaging directly in the conduct of charitable activities or by making contributions or grants to one or more other entities recognized as charitable organizations under Section 501(c)(3) of the Code ("Charitable Organizations");

(b) the Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in accordance with the Bylaws);

(c) no substantial part of the activities of the Corporation shall consist of attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; and

(d) the Corporation may not exercise any power, either express or implied, in such a manner as to disqualify the Corporation from exemption from Federal income tax under Section 501(c)(3) of the Code or disqualify contributions to the Corporation for Federal income, gift or estate tax deductions under Sections 170(c), 2522 or 2055 of the Code.

(4) In accordance with the Bylaws, the specific nature of the activities and purposes of the Corporation shall be as follows:

(a) To promote the spiritual, emotional, and physical growth of young people through the establishment and operation of Christian camps in less developed regions of the world, partnered with the missionary outreach of Christian churches;

(b) To provide support to local churches in the areas surrounding the evangelical youth camp operations, including but not limited to operation and funding of Bible seminaries, training programs or conferences for pastors, and creation of church planting ministries;

(c) To provide financial support to Charitable Organizations that support evangelical ministries and other Charitable Organizations, in each case that are consistent with the Bylaws;

(d) To establish and maintain an infrastructure for the promotion of charitable giving by employees of The Rawlings Company LLC, a Kentucky limited liability company, and certain of its affiliates, by providing matching funds for appropriate qualifying contributions; and

(e) As authorized under the Articles of Incorporation and the Bylaws of The George and Beverly Rawlings Endowment Foundation, Inc., a Kentucky nonprofit corporation ("Endowment Foundation"), to approve (by decision of the chairperson of the Board) the election or appointment of any new directors to the board of directors of the Endowment Foundation, but only if such new directors have been unanimously elected by the board of directors of the Endowment Foundation, which new directors shall include any individuals selected to fill a vacancy on the board of directors of the Endowment Foundation, whether caused by a former director's removal, resignation or death or caused by an increase in the size of such board of directors.

(5) Notwithstanding any other provision hereof, the Corporation shall at all times be operated in accordance with the Bylaws and the "Founding Principles" contained therein.

(6) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities and projects, as well as in accordance with the Bylaws, the Corporation shall have the following powers:

(a) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;

(b) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such conservative investments as may be deemed advisable from time to time by the Board including, but not limited to, stocks, bonds, secured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts and other securities and properties;

(c) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(d) To accept gifts, bequests or devises of property of any kind which any individual, firm, corporation or other entity may make to the Corporation, upon the terms, trusts and conditions set forth in the deed of gift, will or other instrument of writing executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation; and

(e) To do any and all things which the Board may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of the Act, or any other applicable law or statute of the State of Florida, or Section 501(c)(3) of the Code.

(7) Notwithstanding any other provision of these Articles of Incorporation, if and for so long as the Corporation shall be a private foundation within the meaning of Section 509 of the Code, the Corporation shall take all such actions as shall be necessary, for each taxable year, at such time and in such manner, so as not to subject the Corporation to tax under Section 4942 of the Code, and shall be prohibited from and shall refrain from engaging in the following acts:

(a) self-dealing as defined in Section 4941(d) of the Code;

(b) retaining any excess business holdings, as defined in Section 4943(c) of the Code, that would subject the Corporation to tax under Section 4943 of the Code;

(c) making any investments that would subject the Corporation to tax under Section 4944 of the Code; and

(d) making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE III **DURATION**

The Corporation shall have perpetual duration.

ARTICLE IV
MEMBERS

The Corporation shall have one member ("Member"), with such rights as set forth in these Articles of Incorporation and the Bylaws. Upon the death or resignation of such Member, the Corporation shall no longer have any Members.

ARTICLE V
BOARD OF DIRECTORS

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board, subject to the rights of the Member set forth in the Bylaws.

(2) The Board shall consist of such number of individuals as may be fixed in the Bylaws; provided, however, that at no time shall the Board consist of fewer than three (3) individuals.

(3) A director may be removed as provided in the Bylaws.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors constituting the Board is six (6), and the name and mailing address of each person who is currently serving as a director are as follows, each person to serve until the next annual meeting of the Board and until such director's successor in office is elected and shall qualify:

<u>Name</u>	<u>Address</u>
George R. Rawlings	102 Gulfstream Road Palm Beach, FL 33480
Herbert Rawlings	8109 US Route 42 Florence, KY 41042
Jonathan Falwell	1 Mountain View Road Lynchburg, VA 24502
Matthew Holman	1600 Glendale Milford Road, #1231 Cincinnati, OH 45215
Rosendo Usandizaga	112 South 1 st Street La Grange, KY 40031
Gregory Lyons	Community Baptist Church MMI Building 157 Sixto Antonio Avenue Rotonda Pasig City 1600 Philippines

ARTICLE VII
REGISTERED OFFICE; REGISTERED AGENT

The street address of the registered office of the Corporation is 102 Gulfstream Road, Palm Beach, Florida 33480, and the name of its registered agent at such office is George R. Rawlings.

ARTICLE VIII
PRINCIPAL OFFICE

The mailing address of the principal office of the Corporation is 1 Eden Parkway, La Grange, Kentucky 40031.

ARTICLE IX
DISSOLUTION; DISTRIBUTION OF ASSETS UPON DISSOLUTION

If at any time the Corporation has no assets, loses its status as a tax-exempt organization under Section 501(c)(3) of the Code or is forced to liquidate by judicial order or legislative action, then the Corporation shall be dissolved. If at any time the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.

(2) The Corporation shall cause to be sold the real property and improvements thereon located at 112 South 1st Avenue, La Grange, Kentucky 40031 and known as "CityPlace Exhibition and Convention Center", and shall use the proceeds from such sale to fund the operations of all camps then owned by the Corporation; thereafter, the Corporation shall cause to be sold, on a sequential basis, each camp then owned by the Corporation, and use the proceeds from each such sale to fund the operations of the remaining camps then owned by the Corporation, until such time as all camps are sold; thereafter, proceeds from the disposition of the final camp, and all of the Corporation's remaining assets, if any, subject to the discharge of valid obligations of the Corporation and to applicable provisions of law, shall be disposed of to Landmark Church, located at 1600 Glendale Milford Road, #1231, Cincinnati, Ohio 45215, or if such church is not then in existence, then to such other Charitable Organizations selected by the Board in compliance with the Bylaws.

ARTICLE X
INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by, and in accordance with the provisions of, Florida law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE II, the Corporation shall indemnify each director and officer of the Corporation against expenses (including, but not limited to, attorneys' fees for one or more attorneys approved by the Board), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "Liability"), incurred by such director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such

director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise, including, but not limited to, service with respect to one or more employee benefits plans; provided, however, a director or officer of the Corporation shall not be entitled to indemnification against a Liability provided by this ARTICLE X if the Liability of such director or officer is associated with such person's involvement in an act, omission or transaction described in clauses (i) through (iv) of ARTICLE XI.

ARTICLE XI

LIMITATION OF CERTAIN LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of such director's duties as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which such director's personal financial interest is in conflict with the financial interests of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such director to be a violation of law, (iii) for any transaction from which such director derived an improper personal benefit, or (iv) for any breach of such director's fiduciary duties owed to the Corporation and the Member.

ARTICLE XII

PRIVATE PROPERTY OF INCORPORATOR, MEMBER AND DIRECTORS

None of the private property of the incorporator, Member or any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

ARTICLE XIII

AMENDMENT TO ARTICLES OF INCORPORATION

Except as otherwise provided by the Bylaws, the Board shall have the power and authority to amend, alter or modify these Articles of Incorporation by the unanimous vote of the Board; provided, however, the written consent of the Member, if there is a Member, and the unanimous written consent of the board of directors of the Endowment Foundation shall be required to approve such amendments; provided further, however, at such time as there is no longer a Member, the provisions of ARTICLE II, ARTICLE III, ARTICLE IX and this ARTICLE XIII shall not be amended or modified.

ARTICLE XIV

SEVERABILITY OF PROVISIONS

Except as may conflict with the provisions of ARTICLE II, if any provision of these Articles of Incorporation, or its application to any person or circumstances, shall be held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

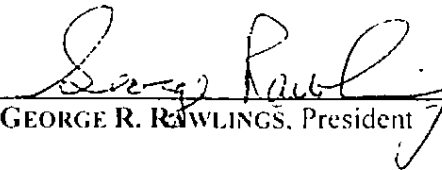
3. CERTIFICATE REGARDING ADOPTION OF AMENDMENTS.

(a) The foregoing Amended and Restated Articles of Incorporation contains amendments to the Articles of Incorporation requiring Member approval.

(b) Such amendments were adopted by the Members on April 20, 2020.

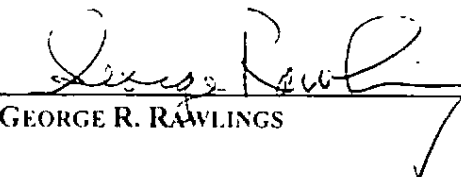
(c) The number of Member votes cast for such amendments were sufficient for approval.

IN TESTIMONY WHEREOF, witness the signature of the undersigned, this 20th day of April, 2020.

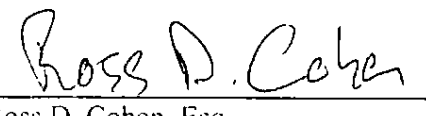

GEORGE R. RAWLINGS, President

CONSENT OF REGISTERED AGENT

The undersigned, having been named in these Amended and Restated Articles of Incorporation as the registered agent of the Corporation, is familiar with and hereby accepts the appointment as registered agent and agrees to act in this capacity.


GEORGE R. RAWLINGS

This instrument was prepared by:

 (Signed with permission)

Ross D. Cohen, Esq.
Dentons Bingham Greenebaum LLP
3500 PNC Tower
101 South Fifth Street
Louisville, Kentucky 40202-3197
502/587-3579