

100000006204

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

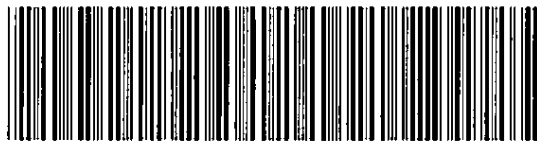
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600413363676

08/04/23--01025--004 **35.00

CLERK OF STATE
TALLAHASSEE, FL

2023 AUG -4 AM 10:32

FILED

Handwritten signature

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:

Donza L. Lockett
(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. Lockett at 502 587-3670
(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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

FILED
2023 AUG -4 AM 10:32
CLERK OF STATE
TALLAHASSEE, FL

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

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:

I.

NAME OF CORPORATION

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

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:

FILED

2023-06-04 AM 10:32
CLARK COUNTY, KY
CLERK OF COURT

(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.

III.

DURATION

The Corporation shall have perpetual duration.

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.

FILED
2023 AUG 14 AM 10:32
CLERK OF THE CIRCUIT COURT
STATE OF FLORIDA

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.

VI.

BOARD OF DIRECTORS

The number of directors constituting the Board is seven (7), 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>
Herbert Rawlings	1 Eden Parkway La Grange, KY 40031
Jonathan Falwell	1 Eden Parkway La Grange, KY 40031
Matthew Holman	1 Eden Parkway La Grange, KY 40031
Rosendo Usandizaga	1 Eden Parkway La Grange, KY 40031
Gregory Lyons	1 Eden Parkway La Grange, KY 40031
David L. Stone	1 Eden Parkway La Grange, KY 40031
James H. Scroggins, IV	1 Eden Parkway La Grange, KY 40031

FILED
2023 AUG -4 AM 10:32
SOL. CT. OF STATE
TALLAHASSEE, FL

VII.

REGISTERED OFFICE; REGISTERED AGENT

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its registered agent at such office is C T Corporation System.

VIII.

PRINCIPAL OFFICE

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

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.

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,

FILED
2023 AUG -4 PM 03:33
FALLS CHURCH, KY
CLERK OF COURT

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.

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.

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.

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.

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.

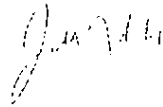
(a) The foregoing Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation requiring the approval of the Board of Directors.

2023 AUG -4 AM 10:33
CLERK OF STATE
TALLAHASSEE, FL

FILED


(b) There are no members of the Corporation and thus no members were entitled to vote on the amendments. The amendments were adopted by the Board of Directors on July 18, 2023.

IN TESTIMONY WHEREOF, witness the signature of the undersigned, this 18th day of July, 2023.



JONATHAN FALWELL, Chairperson

This instrument was prepared by:



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

FILED
2023 AUG -4 AM 10:33
CLERK OF DISTRICT COURT
TALLAHASSEE, FL

To be filed electronically

COMMONWEALTH OF KENTUCKY
BARREN CIRCUIT COURT
CIVIL ACTION NO. 22-CI-00241

WEAVER TAX LINK, LLC

PLAINTIFF

V.

MICHAEL HERZOG, ET AL

DEFENDANTS

RESPONSE TO NOTICE TO DISMISS FOR LACK OF PROSECUTION

Comes now the Plaintiff, Weaver Tax Link, LLC ("Weaver"), by counsel, and respectfully asks the court to leave this case open, and states as follows:

1. This case is a foreclosure case for delinquent property taxes.
2. Weaver owns delinquent tax liens on the subject property at Devasher Court, Glasgow, KY, which are unpaid and still exist.
3. Weaver intends on prosecuting this case to a conclusion, and respectfully requests the court to leave it on the docket, and will start taking immediate steps to move it forward.

Respectfully submitted,

/s/ George L. Fletcher
George L. Fletcher (82123)
GEORGE FLETCHER, PSC
101 Leestown Center Way
Lexington, KY 40511
859.455.8118
George@GFletcherLaw.com
Attorney for Defendant,
Weaver Tax Link, LLC

FILED
2023 AUG -3 AM 10:33
CLERK OF STATE
TALLAHASSEE, FL