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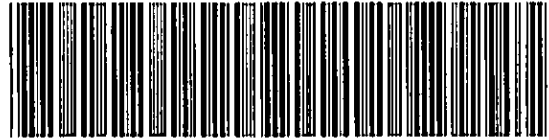
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Amended & Restated

JUN 05 2020
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Templeton Foundation, Inc.

DOCUMENT NUMBER: N05000006635

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

Please return all correspondence concerning this matter to the following:

Jonathan T. McCants

Name of Contact Person

Bird, Loechl, Brittain & McCants, LLC

Firm/ Company

3414 Peachtree Road, NE, Suite 1150

Address

Atlanta, GA 30326

City/ State and Zip Code

JMcCants@BirdLawFirm.com

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

For further information concerning this matter, please call:

Jonathan T. McCants

at (404) 266-3208

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 &
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☐ \$52.50 Filing Fee
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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

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE BILL & ANN TEMPLETON FOUNDATION, INC.

(A Florida Not For Profit Corporation)

These Amended and Restated Articles of Incorporation (the "Restated Articles") of The Templeton Foundation, Inc., require the affirmative vote of a majority of the current members in order to be adopted by the Corporation, and which do not require any vote of the directors (although it was approved by them), were adopted and authorized at a duly noticed special meeting of the current members at which a sufficient number of votes were cast approving the restatement on and as of the date, February 12, 2020, and amend and supersede entirely the original Articles of Incorporation, and any amendments thereto; all pursuant to the Florida Not For Profit Corporation Act, as amended.

ARTICLE I - NAME

The name of this Corporation shall be:

THE BILL & ANN TEMPLETON FOUNDATION, INC.

**ARTICLE II – PRINCIPAL OFFICE,
REGISTERED OFFICE AND REGISTERED AGENT**

At the time of this filing, the principal office of said Corporation, as well as its mailing office, shall be located at:

2185 Ringling Boulevard
Sarasota, Florida 34237

The current registered agent and registered office of the Corporation, unchanged from that on file with the Department of State are:

Elizabeth Barber, Esq.
22 S. Links Ave., Suite 300
Sarasota, Florida 34236

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CORPORATIONS
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The directors of the Corporation may change the registered agent, as well as the location of the principal office, the mailing office, and the registered office of said Corporation from time to time.

ARTICLE III - PURPOSES

This Corporation is organized exclusively for religious, charitable, educational, scientific, and literary purposes within the meaning of the Internal Revenue Code (the "IRC," which shall include corresponding sections of future federal tax laws) Section 501(c)(3), including but not limited to furthering the Gospel of Jesus Christ, providing assistance in the name of Christ to the underprivileged or impoverished in need of clean water, food, clothing, education, health care, and community development, promoting strong families, encouraging patriotism, fostering an appreciation for and an understanding of the history of the United States of America and the moral and Christian principles upon which it was founded. This work will be accomplished primarily by making distributions to or for the use of organizations exempt at the time under IRC Section 501(c)(3), or corresponding sections of any future federal tax code. Subject to the foregoing, the corporation shall have all powers authorized for a corporation formed under the Florida Not For Profit Corporation Act.

ARTICLE IV - POWERS

The Corporation shall have all the rights and powers customary and proper for tax-exempt, Not For Profit corporations, including without limitation the powers specifically enumerated in Section 617.0302 of the Florida Statutes, as amended.

LIMITATION ON POWERS: Notwithstanding any other provisions of these Restated Articles, 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 IRC Sections 170(b)(1)(A) or (B) and 170(c)(2), specifically including the following, but without limitation:

1. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, 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.

2. No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

3. The Corporation shall not directly or indirectly 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.

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

ARTICLE V – PRIVATE FOUNDATION; LIMITATIONS ON OPERATIONS

For so long as the Corporation is a Private Foundation within the meaning of IRC Section 509, then the provisions of this Article shall apply:

1. The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by IRC Section 4942.

2. The Corporation shall not engage in any act of self-dealing as defined in IRC Section 4941(d).

3. The Corporation shall not retain any excess business holdings as defined in IRC Section 4943(c).

4. The Corporation shall not make any investments in a manner that would subject it to tax under IRC Section 4944.

5. The Corporation shall not make any taxable expenditures as defined in IRC Section 4945(d).

ARTICLE VI – MEMBERS

1. The Corporation shall have one or more members, and the members shall be entitled to admit other members of the Corporation in such manner, and subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Restated Articles.

2. Members may be divided into one or more classes.

3. The admission of new members, whenever applicable, shall be permitted only upon the terms then applicable in the Corporation's Bylaws.

4. If and only if no members of the Corporation exist or are able to vote, then any action in these Restated Articles or the Bylaws requiring the approval of the members may be accomplished by the directors, provided further that any requirement for a supermajority of member votes likewise

shall require the same supermajority of director votes to such decision.

5. All members shall be willing and able to affirm the Statement of Faith at all times, and members shall have such other qualifications as may be provided for in the Corporation's Bylaws.

6. At the time of the filing of these Restated Articles, the only members of the Corporation are Terry Templeton, Phil Templeton, Jay Crouse, Reuben Beachy, and Paul Crawley.

ARTICLE VII – TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 617, as amended.

ARTICLE VIII – DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. The Board of Directors may cease corporate activities and dissolve and liquidate the Corporation, by at least a two-thirds (2/3) affirmative vote of the entire Board of Directors, provided that the members also approve of dissolution by at least a two-thirds (2/3) affirmative vote.

2. Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation from the Corporation's remaining funds, and shall thereafter dispose of all of the assets of the Corporation (i) exclusively for one or more of the exempt purposes stated in Article III and within the meaning of those terms in IRC Section 501(c)(3), in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under IRC Section 501(c)(3), and shall at the time be described in IRC Section 170(c)(2), as the Board of Directors shall determine.

3. If the Board of Directors is unable to make a determination of the disposition of such assets, then the members shall make such determination.

4. If any such assets are not so disposed of by either the Board of Directors or the members, the appropriate court of the county in which the principal Florida office (or, if none, the Florida registered office) of the Corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein and in accordance with any duly adopted plan for final distributions adopted by the members, and otherwise in accordance with any contingent distribution instructions contained in the Bylaws.

ARTICLE IX – OFFICERS AND DIRECTORS

Except as may be properly reserved to the members in these Restated Articles or the Bylaws of the Corporation, as amended, the affairs of this Corporation shall be managed by a governing board called the Board of Directors, who shall be elected at the meetings of the members of the Corporation. The officers shall be: Chairman, President, Secretary, Treasurer, and such other officers as the Board of Directors may determine are necessary, and they shall be elected or appointed as stated in the Corporation's Bylaws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Corporation.

ARTICLE X – NAMES OF DIRECTORS

The number of directors currently is five (5). The number may be increased or decreased as provided in the Bylaws of the Corporation, but shall never be fewer than three (3). The names of the persons who currently are serving as directors, all of whom may be reached at the Corporation's offices, are:

Terry Templeton

Reuben Beachy

Paul Crawley

Phil Templeton

Jay Crouse

All directors shall be willing and able to affirm the Statement of Faith at all times, and directors shall have such other qualifications as may be provided for in the Corporation's Bylaws.

ARTICLE XI – AMENDMENT OF RESTATED ARTICLES OF INCORPORATION

Except where a greater number of votes is required hereunder, these Restated Articles may be amended by a majority of the members present and voting at any regular or special meeting of the members of Corporation, provided, however, that these Restated Articles shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation ten (10) days prior to the regular or special meeting of the Corporation or unless such notice is waived by all such members.

ARTICLE XII – LIMITATION OF LIABILITY

1. The personal liability is hereby eliminated entirely of any member, officer or director to the Corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his 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 laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by IRC Sections 4940 through 4945 for which the individual is liable (but not restricting the Corporation from providing insurance in connection with such excise taxes).

2. Such provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date of these Restated Articles when such provision becomes effective.

3. 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 any members, officer or 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 90% of all members of the Corporation. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any member, officer or director, then the liability of such member, officer or director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

4. 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 XIII - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a member, director or officer of the Corporation, against any and all expenses (including attorneys' fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a member, director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present member, officer or director sues the Corporation, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporation funds. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE XIV – STATEMENT OF FAITH

The Corporation has previously set forth its understanding of particular doctrinal matters in the "Statement of Faith" included as Article Three of the Bylaws. Members and directors shall be willing and able to affirm the Statement of Faith at all times. Notwithstanding any provision herein to

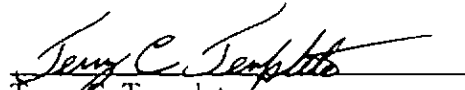
the contrary, Article Three of the Bylaws, as well as this Article XIV, shall only be amended or repealed by unanimous vote of the entire membership of the Corporation.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation on this 7th day of May, 2020, and certify that the facts herein stated are true and correct, all pursuant to Florida Not For Profit Corporation Act.

The Bill & Ann Templeton Foundation, Inc.

DATE: May 7, 2020

BY:


Terry C. Templeton
President