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## CAPITAL CONNECTION, INC.

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KJENNETH KIRCHMAN

FOUNDATION, INC

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\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
KENNETH KIRCHMAN FOUNDATION, INC.**

**A Florida Corporation Not for Profit**

On February 18, 2016, the Members and the Board of Directors of the Corporation unanimously voted to completely amend and restate the initial Articles of Incorporation as set forth below. In furtherance thereof, the undersigned hereby files these Second Amended and Restated Articles of Incorporation to completely amend and restate the Amended and Restated Articles of Incorporation that were filed with the Secretary of State on August 19, 2015 and assigned document number N08000005525.

**ARTICLE I**

**Name**

The name of the Corporation shall be the KENNETH KIRCHMAN FOUNDATION, INC. The street address and the mailing address of the Corporation shall be 7555 Old Melbourne Highway, St. Cloud, Florida 34771.

**ARTICLE II**

**Purposes**

(1) The Corporation is formed exclusively for the following general objects or purposes: to operate as a charitable, scientific, and educational organization within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

(2) The Corporation currently owns and operates a tract of land known as the "Lake X Property" located in Osceola County, Florida. Regarding the Lake X Property, the general objects and purposes of the Corporation are as follows (provided, that such objects and purposes shall always be consistent with the general objects and purposes set forth in Paragraph (1) of this Article):

(a) To preserve, protect, and enhance the Lake X Property in its natural and scenic condition for enjoyment by the general public.

(b) To utilize the Lake X Property to educate the general public about Florida ecology and wildlife, and to develop educational programs for such purposes, in particular, to educate children about Florida ecology and wildlife by providing access to the Lake X Property through field trips or camps, and by providing educational programs to such children.

(c) To allow for the use of the Lake X Property for charitable, scientific, and

educational purposes in any manner which is not inconsistent with the specific purposes set forth above.

(3) Regarding any assets of the Corporation, the general objects and purposes are as follows (provided, that such objects and purpose shall always be consistent with the general objects and purposes set forth in Paragraph (1) of this Article):

(a) To use such assets to further the objects and purposes of the Corporation with respect to the Lake X Property as set forth in Paragraph (2) of this Article and to the extent that such assets consist of financial assets such as cash, stock, bonds, and other securities, such assets shall be invested and the income generated thereby shall be used to provide for the maintenance and upkeep of the Lake X Property, to fund the projects described in Paragraph (2) above, and to cover the other operating expenses of the Corporation. Any income in excess of the amounts required for these purposes in any one year may be used to make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code.

(b) In addition, if the Corporation is subject to Section 4942 of the Code, the Corporation shall make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code to the extent necessary for the Corporation to avoid any tax under Section 4942 of the Code.

### ARTICLE III Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

### ARTICLE IV Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

#### ARTICLE V Dissolution

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such charitable organizations as shall qualify as such under Florida law and Section 501(c)(3) of the Code, as the Directors shall determine.

#### ARTICLE VI Incorporator

The name and address of the incorporator of the Corporation is:

Michael E. Kavoukjian  
White and Case LLP  
200 South Biscayne Boulevard  
Miami, Florida 33131

#### ARTICLE VII Nonstock Corporation

The Corporation shall not have or issue shares of stock.

#### ARTICLE VIII Membership

The conditions of Membership in the Corporation, and the rights and obligations of its Members, shall be as fixed-by, or in the manner provided in, the Bylaws of the Corporation.

**ARTICLE IX**  
**Board of Directors**

Section 1. The Members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. The number of Directors which shall constitute the whole Board shall be three. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. The names and addresses of the current Directors of the Corporation are:

Hal G. Smith, III	7555 Old Melbourne Hwy. St. Cloud, FL 34771
John T. Vogel	P.O. Box 564 32745 Pennsylvania Avenue San Antonio, FL 33576
Richard DeNapoli	255 Alhambra Circle Suite 333 Coral Gables, FL 33134

**ARTICLE X**  
**Indemnification and Liability**

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and, in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

**ARTICLE XI**  
**Registered Office and Agent**

Section 1. The street address of the registered office of the Corporation is Anthony P. Guettler, 979 Beachland Boulevard, Vero Beach, FL 32963.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Anthony P. Guettler.

ARTICLE XII  
Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Members.

These Second Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the amendment was sufficient for approval. In witness whereof, the undersigned has hereunto set his hand and seal this 18<sup>th</sup> day of February, 2016.



\_\_\_\_\_  
Hal G. Smith, III  
as: President  
of: Kenneth Kirchman Foundation, Inc.