# N10 0000 10469

(Requestor's Name)		
(Address)		
(Address)		
(Cit	ty/State/Zip/Phone	· #)
☐ PICK-UP	☐ WAIT	MAIL
(Bu	siness Entity Nam	ne)
•	,	,
	ocument Number)	
(50	odment Namber)	
C-46-4 C-1	C- 4:6:4	-5 Ch-h
Certified Copies	_ Certificates	or Status
	<u> </u>	
Special Instructions to	Filing Officer:	





600336447526

11/07/19--01018--006 \*\*85.00

R. WHITE

98 7-7 87 9:65

## THE BEST FOUNDATION, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, do hereby adopt the following Restated Articles of Incorporation, and do hereby agree and certify as follows:

# ARTICLE I

# **NAME**

The name of this Corporation shall be: THE BEST FOUNDATION, INC.

## ARTICLE II

# COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The principal office of the Corporation shall be in such location as determined by the Board of Directors from time to time.

#### ARTICLE III

# **PURPOSES AND GENERAL POWERS**

- (1) The Corporation is organized and operated pursuant to Section 501(c)(3) and Section 509(a) of Internal Revenue Code, as amended, exclusively for the support and furtherance of any and all lawful charitable, religious, educational and literary tax-exempt purposes. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:
- (a) To have a corporate scal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.
- (i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (k) To transact any lawful business which its Board of Directors shall find will be in aid of the Corporation's purposes.
  - (2) To have and exercise all powers necessary or convenient to effect its general purpose.
- (3) Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity that is not permitted to be carried on by (a) an organization described in

Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under Section 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) that would preclude it from satisfying the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(4) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay all reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

# **ARTICLE IV**

## REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located in Florida. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE V

## <u>MEMBERSHIP</u>

The qualifications, powers and responsibilities of members, if any, shall be as set forth in the Bylaws.

## ARTICLE VI

#### BOARD OF DIRECTORS

The manner in which the directors are elected or appointed and the number of directors, which may be increased or diminished from time to time, is set forth in the Bylaws.

## ARTICLE VII

# **BYLAWS**

Except as otherwise provided by law, and subject to the approval of the Corporation's member or members, if any the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

# ARTICLE VIII

## **INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify to the maximum extent permitted by law and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity.

## **ARTICLE IX**

#### **AMENDMENTS**

Subject to the approval of the member or members, this Corporation reserves the right to amend or repeal these Articles of Incorporation, or any amendment hereto.

## ARTICLE X

## <u>DISSOLUTION</u>

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and subject to the approval of the member(s), dispose of all of the remaining assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

# **ARTICLE XI**

# **HEADINGS AND CAPTIONS**

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, pursuant to the laws of the State of Florida, hereby declares and certifies that these Restated Articles of Incorporation with any amendments hereto, were adopted by the Board of Directors and approved by the voting member(s). The undersigned declares and certifies that the facts stated herein are true.

Angela Salas Treasurer The Best Foundation 1900 Pembrook Dr Ste 300 Orlando, FL 32810

October 31, 2019

Amendment Section
Division of Corporations
Clifton Building
1661 Executive Center Circle
Tallahassee, FL 32301

Re: Document Number: N10000010469

Dear Sir/Madam:

Enclosed are the Restated Articles of Incorporation that were adopted by vote of the Board of Directors and all voting members on October 9, 2019. The amendments were adopted by the voting members and the number of votes cast was sufficient for approval.

Also enclosed is a corporate check for the the \$35 filing fee.

Sincerely,

Angela Salas Treasurer