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The Best Foundation

1053 Maitland Ctr Commons Blvd Maitland, FL 32751 407-875-1776

January 15, 2024

Amendment Section Department of State Division of Corporations 2415 N. Monroe St Suite 810 Tallahassee, FL 32303

Re:

Document Number: N10000010469

Restated Articles

Dear Sir/Madam:

Enclosed are an original and one copy of the Restated Articles of Incorporation that were adopted by vote of the Board of Directors and all voting members on January 15, 2024. The amendments were adopted by the voting members on January 15, 2024, and the number of votes cast was sufficient for approval. The effective date as stated in the Restated Articles is January 15, 2024. Also enclosed is a \$35 check for the filing fee.

Sincerely,

Anita Staver, Esq. General Counsel

auch Steer

Encl: Restated Articles (2)

Check

RESTATED ARTICLES OF INCORPORATION

OF

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)(3) of the Internal Revenue Code, as amended, exclusively for the support and furtherance of any and all lawful charitable, religious, educational and literary tax-exempt purposes of Liberty Counsel, Inc., a Florida Not For Profit Corporation organized under Section 501(c)(3) as a tax-exempt organization pursuant to Section 170(c)(2). This Corporation shall be a supporting organization of Liberty Counsel, Inc., which is organized and operated pursuant to Section 501(c)(3), and it 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 seal, 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 themreasonable 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

MEMBERSHIP

The sole member of this Corporation is the Liberty Mission Trust. The qualifications, powers and responsibilities of the member shall be as set forth in the Bylaws.

<u>ARTICLE VI</u>

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

ARTICLE X

DISSOLUTION

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, dispose of all of the remaining assets of the Corporation to Liberty Counsel, Inc. or if Liberty Counsel, Inc. is not in existence or not able to or refuses to receive the remaining assets, then the remaining assets of the Corporation shall be distributed exclusively for the purposes 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 of 1986 (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.

<u>ARTICLE XI</u>

ARTICLE CONSOLIDATION

These restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

ARTICLE XII

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.

ARTICLE XIII

ADOPTION OF AMENDMENTS AND EFFECTIVE DATE

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 on January 15, 2024. The amendments required to be approved by the member were approved on January 15, 2024, with the number of votes cast sufficient for approval.

The effective date of these Restated Articles of Incorporation is January 15, 2024. The undersigned declares and certifies that the facts stated herein are true.

Mathew Staver

President