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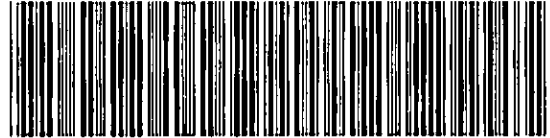
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2021 MAR -1 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

*Amended & Restated*

JUN 04 2021

D CUSHING



DUNLAP | MORAN  
ATTORNEYS AT LAW

February 19, 2021

11036-4

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: **FRANK J. AND LENORA DUPUIS FOUNDATION, INC.**  
Document No.: N11000009056

Dear Sir or Madam:

**Enclosed** herewith please find Amended and Restated Articles of Incorporation dated February 17, 2021, and the thirty-five dollar (\$35.00) filing fee in regard to the above referenced entity.

Please return all correspondence concerning this matter to the following:

Dunlap & Moran, PA  
Attn: Sarah J. Harnden  
PO Box 3948  
Sarasota, FL 34230-3948

The email to use for future Annual Report notification is [JMoranStaff@DunlapMoran.com](mailto:JMoranStaff@DunlapMoran.com). For any further information, please contact Sarah J. Harnden at 941-366-0115.

Thank you for your assistance in this matter.

Very truly yours,

DUNLAP & MORAN, P.A.

*Dictated but Not Read*

John A. Moran, Esq.

JAM:SJH/11036-4/Formation Docs/Letter to Div. of Corp. re A&R Articles 2021  
Enclosures

FILED  
2021 MAR -1 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE FRANK J. AND LENORA DUPUIS FOUNDATION, INC.  
(A Not-For-Profit Corporation)

FILED  
2021 MAR -1 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

Document No. N11000009056

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

THE FRANK J. AND LENORA DUPUIS FOUNDATION, INC.

ARTICLE II- PRINCIPAL OFFICE,  
REGISTERED OFFICE AND REGISTERED AGENT

The principal office of said Corporation shall be located at:

433 Yacht Harbor Drive  
Osprey, Florida 34229

The mailing address of the Corporation shall be:

c/o Frank J. Dupuis  
433 Yacht Harbor Drive  
Osprey, Florida 34229

The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be located at:

c/o John A. Moran, Esq.  
22 S. Links Ave.,  
Suite 300 Sarasota, FL  
34236

and the Registered Agent shall be John A. Moran, Esquire.

### ARTICLE III - PURPOSES

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of the Internal Revenue Code ("IRC") Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under IRC Section 501(c)(3), or corresponding sections of any future federal tax code ("Charitable Organizations"); and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

The Corporation may acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific and educational purposes as the Board of Directors of the Corporation may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

Notwithstanding anything stated herein to the contrary:

A. During the lifetime of FRANK J. DUPUIS, recipients of the distribution of charitable funds shall be determined in the sole and absolute discretion of said FRANK J. DUPUIS; and

B. Following the death of FRANK J. DUPUIS, the only Charitable Organizations eligible to receive distributions from the Corporation shall be limited to (1) any Charitable Organization(s) which previously received distributions from the Corporation during the lifetime of FRANK J. DUPUIS, and/or (2) any Charitable Organization that appears on the last dated **"Authorized Charitable Organization List"** as signed by FRANK J. DUPUIS.

Charitable Organizations that have received distributions from the Corporation during the lifetime of FRANK J. DUPUIS, and/or Charitable Organizations that appear on the Authorized Charitable Organization List are hereinafter collectively referred to as **"Eligible Organizations."** Said Eligible Organizations shall be the only Charitable Organizations eligible to receive distributions from the Corporation following the death of FRANK J. DUPUIS.

Additionally, following the death of FRANK J. DUPUIS, once the annual distribution amount has been determined by the Board of Directors based on the calculation made by the Corporation's

CPA (hereinafter, "Annual Distribution Amount"), said Annual Distribution Amount shall be allocated to the Eligible Organizations as follows: each Eligible Organization selected by the Board of Directors to receive a distribution from the Corporation shall receive such distribution from the Corporation in an amount not less than one percent (1%) of the Annual Distribution Amount and not greater than ten percent (10%) of the Annual Distribution Amount.

#### **ARTICLE IV - POWERS**

This Corporation shall have and exercise all of the powers of non-profit corporations under the Laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3), and which are convenient or necessary to effect the purposes of the Corporation.

##### **LIMITATION ON POWERS:**

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.

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

3. The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

#### **ARTICLE V - QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION**

1. The initial member of the Corporation shall be:

Frank J. Dupuis

2. The By-Laws of the Corporation shall prescribe additional qualifications for membership.

3. Prospective members shall be admitted to membership upon approval by the Board of Directors, according to the procedures and limitations established in the By-Laws.

#### **ARTICLE VI - 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, or as otherwise provided under the Corporation's Bylaws, as then in effect.

#### **ARTICLE VII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC Section 501(c)(3) described in Article III above. Upon the dissolution or termination of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose **as provided by the last written and signed Authorized Charitable Organization List, as provided by Frank J. Dupuis and referenced in Article III hereof**, or, in the event all the Eligible Organizations (as defined in Article III hereof) referenced in such List do not meet the requirements of the last paragraph of this Article VII, then to such charitable organization as the Board shall determine, subject to said last paragraph.

Upon dissolution of the Corporation, charitable distributions from the Corporation made pursuant to the dissolution of the Corporation shall be made only to the Eligible Organizations (as defined in Article III hereof), subject to the limitations in the following paragraph. Any such assets not so distributed shall be disposed of by the Circuit Court of the 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.

Notwithstanding anything contained herein to the contrary, in the event the Corporation dissolves or terminates for any reason, any terminating distribution(s) made to any one or more Charitable Organization(s) must be made in compliance with IRC Section 507(b)(1)(A), to an organization as described in IRC Section 509(a)(1) [i.e., an Section 170(b)(1)(A)(i - vi) organization] that has been in existence for a continuous period

of at least sixty (60) months immediately preceding the transfer.

#### ARTICLE VIII - NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the Incorporator of these Articles are as follows:

<u>Name</u>	<u>Address</u>
Frank J. Dupuis	433 Yacht Harbor Drive Osprey, FL 34229

#### ARTICLE IX - OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the annual meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next annual meeting, in such manner as provided by the By-Laws. The officers shall be determined as provided in the By-Laws. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

#### ARTICLE X - NAMES AND ADDRESSES OF DIRECTORS

The number of Directors shall initially be six (6). The number may be increased as provide in the By-Laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the persons who shall serve as Directors until the first election are:

<u>NAME</u>	<u>ADDRESS</u>
Frank J. Dupuis	433 Yacht Harbor Drive Osprey, FL 34229
Kathleen Bliss	201 N. Westshore, #1005 Chicago, IL 60601
Janice Price	484 Summerfield Way Venice, FL 34292
Theresa Jamison	433 Yacht Harbor Drive Osprey, FL 34229

Keith Dupuis

3430 Henderson Lake Rd.  
Prescott, MI 48756

Franklin Hayes Channel

7037 Kentwood Court  
Los Angeles, CA 90045

#### **ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION**

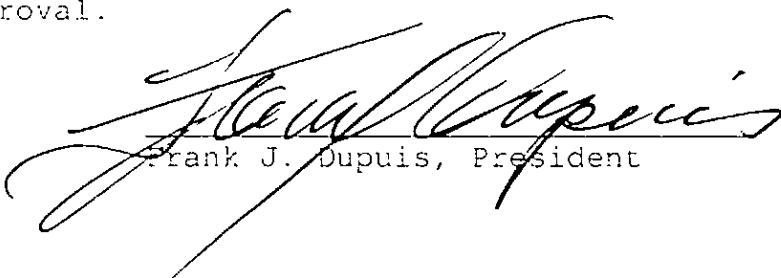
These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation ten (10) days prior to the regular or special meeting of the Corporation; provided, however, that any Amendment will not adversely affect the status of the Corporation as an organization qualifying under IRC Section 501(c)(3).

#### **ARTICLE XII - 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, 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 director or officer of the Corporation, against any and all expenses (including attorneys fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that, if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. 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. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.




The Amended and Restated Articles of Incorporation were adopted by the members on February 17, 2021, and the number of votes cast for the Amended and Restated Articles of Incorporation were sufficient for approval.

  
Frank J. Dupuis, President

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Dated February 17, 2021.

  
John A. Moran, Registered Agent