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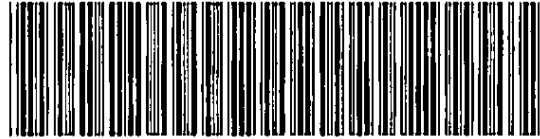
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January 11, 2023

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 January 5, 2023 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 DMCorp@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:SJR/11036-4/Formation Docs/Letter to Div. of Corp. re A&R Articles
Enclosures

2023 JAN 18 PM 1:11

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
THE FRANK J. AND LENORA DUPUIS FOUNDATION, INC.**

(A Not-For-Profit Corporation)

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, the recipients of the annual distribution amount of charitable funds (as determined by the Board of Directors based on the calculation made by the Corporation's CPA, hereinafter, "Annual Distribution Amount") and the allocation of such Annual Distribution Amount shall be to the Charitable Organizations as determined in the sole and absolute discretion of said FRANK J. DUPUIS; and

B. Following the death of FRANK J. DUPUIS, the following shall apply:

1. The only Charitable Organizations eligible to receive distributions from the Corporation shall be limited to the Charitable Organizations that appear on the last dated **"Authorized Charitable Organization List"** as signed by FRANK J. DUPUIS. The 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.

2. Within the date that is nine (9) months following the date of death of FRANK J. DUPUIS, ten percent (10%) of the value of the gross estate of said FRANK J. DUPUIS, as determined for Federal Estate Tax purposes, shall be distributed to the Eligible Organizations that appear on the last dated Authorized Charitable Organization List as signed

by FRANK J. DUPUIS, based upon the percentages specified therein.

3. Notwithstanding anything stated herein to the contrary, upon (a) the death of any beneficiary for whom a Charitable Remainder Trust (CRT) was created by FRANK J. DUPUIS, either during his lifetime or upon his death, in which this Corporation is named as residual beneficiary, and (b) once the Corporation receives the funds from such CRT, the Corporation shall distribute ten percent (10%) of the value of the assets, then in the Foundation (which includes the addition of assets from the CRT) to the Eligible Organizations, that appear on the last dated Authorized Charitable Organization List as signed by FRANK J. DUPUIS, based upon the percentages specified therein. With regard to the Annual Distribution Amount for the following year, same shall thereafter be redetermined by the Board of Directors, based on the annual calculation made by the Corporation's CPA.

4. For clarification, all Distributions, shall be allocated to the Eligible Organizations according to the percentage amounts as provided in the last dated "Authorized Charitable Organization List" as signed by FRANK J. DUPUIS.

5. Once all of the CRTs created by FRANK J. DUPUIS have paid their funds to the Corporation (meaning there are no longer any active Charitable Remainder Trusts as they all have terminated and paid their funds to the Corporation), the Corporation, through its CPA shall calculate the "Final Distribution Amount." Said Final Distribution Amount shall be allocated to the Eligible Organizations according to the percentage amounts as provided by the last dated "Authorized Charitable Organization List" as signed by FRANK J. DUPUIS.

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 as provided by the last dated 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 such distribution shall be made 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, or 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 Corporation shall have six (6) Directors. The number may

be increased or decreased 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 their successors are elected and qualified 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
Debra Dopke	37708 N. 15 th St. Phoenix, AZ 85086

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATON

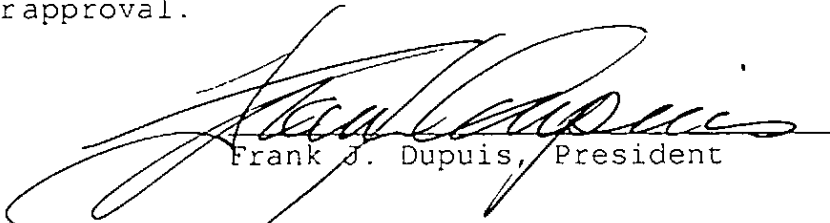
These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the 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 11/5, 2023, 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 11/6, 2023.


John A. Moran, Registered Agent