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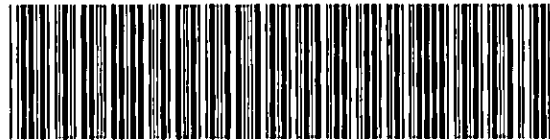
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TALLAHASSEE, FL 32301
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COGENCYGLOBAL.COM

Account#: I20000000088

Date: 01/22/2021

Name: Jennifer Bialowas

Reference #: 1318796

Entity Name: THE SHIRLEY CHISHOLM EDUCATION FOUNDATION, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

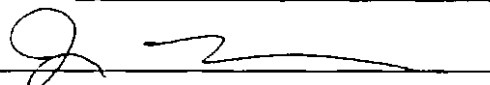
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: 35.00

Signature: 

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE SHIRLEY CHISHOLM EDUCATION FOUNDATION, INC.

The undersigned certifies that:

1. The name of the corporation is The Shirley Chisholm Education Foundation, Inc.
2. These amended and restated articles of incorporation were adopted by the board of directors of the corporation on December 23, 2020 in accordance with the governing documents of the corporation and the applicable provisions of the Florida Not For Profit Corporation Act. The corporation has no members.
3. The provisions set forth in these amended and restated articles of incorporation supersede and replace the existing articles of incorporation of the corporation and all amendments currently in effect. The articles of incorporation of the corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

The name of the corporation is The Shirley Chisholm Education Foundation, Inc. (the "Corporation").

ARTICLE II

The period of the Corporation's duration is perpetual.

ARTICLE III

The Corporation is a nonprofit corporation organized under the Florida Not For Profit Corporation Act for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purposes of the Corporation are as follows:

A. To be organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Code, including, but not limited to, providing career-focused educational programming, training, mentoring, and outreach initiatives aimed at empowering young women to overcome social and economic barriers (including those related to race and gender) to achieve further success in their professional and personal lives.

B. To exercise any powers conferred upon corporations formed under the Florida Not For Profit Corporation Act as may be necessary or proper in order to accomplish the above-described purposes, including, but not limited to, the power to

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accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

ARTICLE IV

The Corporation shall not have members and shall not issue any capital stock.

ARTICLE V

The Board of Directors shall have one or more classes of Directors (collectively referenced herein as the "Directors" of the Board of Directors) chosen in accordance with, and with such rights and obligations as provided for in, the Bylaws of the Corporation.

ARTICLE VI

Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws of the Corporation.

ARTICLE VII

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, Florida or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section

501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual.

H. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

(1) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(2) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;

(3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and

(5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE VIII

Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code.

ARTICLE IX

The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

ARTICLE X

The Corporation shall indemnify any director or former director to the extent set forth in the Corporation's Bylaws, except for any liability for (A) receipt of a financial benefit to which the director is not entitled, (B) an intentional infliction of harm, (C) the reasons prohibited under the Florida Not For Profit Corporation Act, or (D) an intentional violation of criminal law. The indemnification provided by this article shall not be deemed exclusive of any other rights to which such director may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment shall be made under this article if such payment would result in any liability for tax under chapter 42 of the Code.

ARTICLE XI

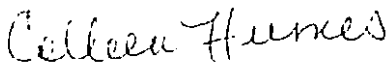
All references contained in these Articles of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

ARTICLE XII

The name and address, including street number and zip code, of the registered agent of the Corporation in the State of Florida is:

Cogency Global Inc.
115 North Calhoun Street, Suite 4
Tallahassee, FL 32301
(Leon County)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature/Registered Agent

1/22/2021

Date

IN WITNESS WHEREOF, the undersigned has executed these amended and restated articles of incorporation of the corporation as of January 8, 2021.



Simone Callender, Secretary