



THE UNITED STATES
CORPORATION
COMPANY

N17116

ACCOUNT NO. : 072100000032

REFERENCE : 537632 6469B

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 87.50

ORDER DATE : September 22, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 537632-005

CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst
Maguire Voorhis & Wells, P.a.
200 South Orange Ave Ste 3000
P.O. Box 633 (32802)
Orlando, FL 32801

*Amended &
Restated
Articles
600002299626--2*

DOMESTIC AMENDMENT FILING

NAME: THE KIMBALL FOUNDATION, INC.

EFFECTIVE DATE:

9/23/97

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 SEP 22 PM 1:18
TALLAHASSEE, FLORIDA

97 SEP 22 PM 11:22

**02250, 00664, 00672*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: THE KIMBALL FOUNDATION, INC.
Ref. Number: N17116

RESUBMIT
Please give original
submission date as file date.

*They are the
ORIGINALS!*

We have received your document for THE KIMBALL FOUNDATION, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00047019

RECEIVED
97 SEP 24 11:10:00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

THE KIMBALL FOUNDATION, INC.

FILED
97 SEP 22 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617-1007 and 617.01201 of The Florida Not For Profit Corporation Act, the undersigned corporation, pursuant to a Resolution duly adopted by its all of its Directors and Members on July 1, 1997, hereby adopts the following Amended and Restated Articles of Incorporation for the purpose of amending Articles IV, V, and VII:

ARTICLE I

Name

The name of this corporation is The Kimball Foundation, Inc.

ARTICLE II

Purposes

This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and exclusively for the benefit of, to perform the functions of or to carry out the purposes of organizations described in section 509(a)(1) or 509(a)(2) of the Code, including but not limited to First Unitarian Church of Orlando, Florida, and United Way of Orange County, Inc., or any legal successor to either such organization, at least one of whose activities or programs has as its principal purpose carrying out one or more of the purposes set forth in paragraphs numbered 1 through 5 of this Article II.

The corporation shall accomplish such charitable purposes by allocating its expenditures or distributions for its charitable purposes, in each fiscal year of the corporation, in the following manner:

1. Not less than thirty percent (30%) of such expenditures or distributions shall be directed towards providing food shelter, clothing and other basic living necessities for the poor, distressed or underprivileged.

2. Not less than twenty percent (20%) of such expenditures or distributions shall be directed towards the advancement of education of members of racial minorities (primarily the Negro Race) which minorities have been the victim of prejudice or discrimination in the United States. Permitted expenditures under this paragraph would

include, but not be limited to, furnishing educational or scholarship assistance to members of such minorities or supporting educational organizations a substantial portion of whose programs are for the benefit of such racial minorities.

3. Not less than ten percent (10%) of such expenditures or distributions shall be directed towards (a) the advancement of, and for the development and promotion of the public appreciation of, the arts, or (b) towards the support of radio or television broadcasting of educational, cultural or public interest programs.

4. Not less than ten percent (10%) of such expenditures or distributions shall be directed towards the preservation or conservation of the natural environment.

5. Not less than ten percent (10%) of such expenditures or distributions shall be directed towards the conduct, sponsorship or promotion of scientific research concerning the diseases or other disorders of the human body or the support of organizations, institutions, or facilities engaged in the diagnosis or treatment of such diseases or disorders.

6. Other expenditures or distributions of the corporation for such charitable purposes after satisfaction of the foregoing requirements may be directed towards any one or more of the purposes specifically designated in the foregoing paragraphs 1 through 5 for any other charitable purpose permitted by this Article II.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

Powers

The corporation shall have all powers conferred upon nonstock, not for profit corporations organized under Chapter 617 of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The corporation shall not engage in any of the following activities:

1. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

3. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of any private individual within the meaning of section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

At any time if the corporation is or becomes a "private foundation" within the meaning of section 509(a) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), and section 617.0105 of the Florida Statutes, the following additional limitations on the corporation's activities shall apply:

A. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

B. The corporation shall not engage in any act of self-dealing as defined by section 4941(d) of the Code.

C. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

D. The corporation shall not make any investments in such manner as to subject it to the tax under section 4944 of the Code.

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

ARTICLE IV Members: Control

The corporation will have members. Membership provisions (including the designation of class or classes, if any, and the method of acceptance of members of each such class) shall be set forth in the By-Laws. The right of members, or any class or classes of members, to vote, if any, may be limited, enlarged or denied to the extent specified in the By-Laws.

The corporation shall at all times be operated, supervised, or controlled by or in connection with one or more churches affiliated with the Unitarian Universalist Association, and one

or more United Ways affiliated with the United Way of America, Inc., or any legal successors to either such organizations; but the corporation shall not at any time be controlled directly or indirectly by one or more "substantial contributors" or other "disqualified persons" (as defined in section 4946 of the Code) other than foundation managers (as that term is defined in section 4946 of the Code) and other than the above described Unitarian Churches, or United Ways, or their legal successors.

ARTICLE V Board of Directors

The affairs of the corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be seven (7); thereafter *the number and manner of election or appointment of Directors and their terms of office* shall be provided by the Bylaws, but the number of Directors shall not be less than four (4).

ARTICLE VI Dissolution and Liquidation

In the event of dissolution or liquidation of the corporation, no liquidating or other dividend or distribution of property owned by the corporation shall be declared or paid to any private individual, but two-thirds (2/3) of the net assets of the corporation shall be distributed to one or more churches affiliated with the Unitarian Universalist Association, or any legal successors thereto, and one-third (1/3) of such net assets shall be distributed to one or more United Ways affiliated with the United Way of America, Inc., or any legal successors thereto; provided that if either the Unitarian Universalist Association or the United Way, or the legal successors to either such organization, is not then a charitable, tax-exempt organization described in sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Code, then the net assets shall be distributed to either of such distributees as shall then be qualified as such a charitable, tax-exempt organization; and provided further that if neither of such distributees is such a charitable, tax-exempt organization, then the net assets shall be distributed to one or more other organizations selected by the Board of Directors of this corporation which are so described.

ARTICLE VII Amendment to Articles of Incorporation

An amendment to these Articles of Incorporation may be made by (1) adopting such amendment at a meeting of the Board of Directors of this corporation upon receiving a vote of a majority of the Directors in office; and (2) obtaining ratification of such adoption at a duly constituted meeting of the Board of Trustees of the Unitarian Church or Unitarian

Churches which at that time are Class A members, and at a duly constituted meeting of either the Board of Directors or the Executive Committee of the United Way affiliate or affiliates which at that time are Class B members.

ARTICLE VIII
Initial Board of Directors

The names and addresses of the persons constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Mrs. Jack McAndrew	3405 Raeform Road Orlando, Florida 32806
Dwight Schnurr	Route 1, Box 71-A Maitland, Florida 32751
Egbert W. Neidig	2802 Nela Avenue Orlando, Florida 32809
A. Ray Miller	1610 Bryan Avenue Post Office Box 901 Winter Park, Florida 32790
Ruth Ryer	159 West 53rd Street Apartment 26B New York, New York 10019
Edward J. Kimball	10 Gilson Road West Lebanon, New Hampshire 03784
Carla Litvany	2020 Via Tuscany Winter Park, Florida 32789

ARTICLE IX
Initial Members

The names and addresses of the persons constituting the initial members are:

Class A

First Unitarian Church of Orlando, Florida
1815 East Robinson Street
Orlando, Florida

Class B

United Way of Orange County, Inc.
1900 North Mills Avenue, Suite #8
Orlando, Florida 32803

Class C

Ruth Ryer
159 West 53rd Street
Apartment 26B
New York, New York 10019

Class D

Edward J. Kimball
10 Gilson Road
West Lebanon, New Hampshire 03784

Carla Litvany
2020 Via Tuscany
Winter Park, Florida 32789

ARTICLE X
Miscellaneous

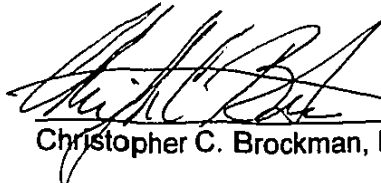
Section 1. The name and mailing address of the initial registered agent of the corporation is:

John A. Sanders
Foley & Lardner, van den Berg, Gay, Burke
Wilson and Arkin
16 South Magnolia Avenue
Post Office Box 2193
Orlando, Florida 32802-2193

Section 2. The name and address of the incorporator is:

John A. Sanders, Esq.
Foley & Lardner, van den Berg, Gay, Burke
Wilson and Arkin
16 South Magnolia Avenue
Post Office Box 2193
Orlando, Florida 32802-2193

Dated this 19TH day of SEPTEMBER, 1997.



Christopher C. Brockman, President