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# CT CORP

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Name:	OSAKA US, INC.
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Amount: \$ 43.75

Thank you!

**FIRST AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**OSAKA US, INC.**

**(A Corporation Not For Profit)**

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned does hereby make, swear to, adopt and file these First Amended and Restated Articles of Incorporation of Osaka US, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 14, 2018.

**ARTICLE I**

**Name and Duration**

The new name of the Corporation is The Mirror Foundation Inc. The term of duration of this Corporation shall be perpetual.

**ARTICLE II**

**Principal Office**

The principal office address of the Corporation is at Terminal Tower, 50 Public Square, Suite 2700, Cleveland, Ohio 44113.

**ARTICLE III**

**Registered Office and Agent**

The street address of the registered office of this Corporation is at 1200 South Pine Island Road, Plantation, Florida, 33324 and the name of the registered agent at the address is CT Corporation System.

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## **ARTICLE IV**

### **Corporate Purposes, Powers and Rights**

Section 1. The Corporation is organized and shall be operated exclusively for charitable purposes as defined in Section 501(c)(3) of the Code. In furtherance thereof, but without limitation thereon, the Corporation shall hold, invest and administer assets received as charitable gifts, bequests and contributions and use such assets or the income therefrom as follows:

(1) to make grants and other distributions to support (i) charitable activities and projects and (ii) activities and projects conducted by organizations operated exclusively for charitable purposes; and

(2) to acquire or receive from any person, firm, association, corporation, trust or foundation by deed, gift, purchase, bequest, devise or otherwise, cash, securities, or other property, real and personal, and to hold, administer, manage, invest, reinvest, and disburse the principal thereof and/or the income therefrom solely for the purposes stated in these First Amended and Restated Articles of Incorporation.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or private individuals, but 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 Section 1 of this Article. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an

organization described in Section 501(c)(3) of the Code. These First Amended and Restated Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of its exemption from federal income tax under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE V**

### **Private Foundation Limitations**

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from 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 in 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 tax under Section 4944 of the Code; and

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E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

## **ARTICLE VI**

### **Members**

The Bylaws of the Corporation may make provision with regard to members of the Corporation, including the manner of admission to membership.

## **ARTICLE VII**

### **Directors**

Directors shall be elected, appointed and removed as provided in the Bylaws of the Corporation, as the same may be amended, restated or otherwise modified from time to time.

## **ARTICLE VIII**

### **Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable purposes to such "qualified" organization or organizations as the Board shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article IX only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine.

## **ARTICLE IX**

### **Amendments**

If the Bylaws of the Corporation make provision for members of the Corporation and there are then currently one or more members, these First Amended and Restated Articles of Incorporation may be amended by the members by a majority vote of the members present at a meeting at which a quorum is present or by written action of the members without a meeting. If the Bylaws of the Corporation do not make provision for members of the Corporation or there are no members, these First Amended and Restated Articles of Incorporation may be amended as provided in Section 617.1002(1)(b) of the Act.

## **ARTICLE X**

### **Code References**

All references in these Articles to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **ARTICLE XI**

### **Indemnification**

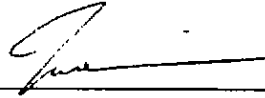
The Corporation shall fully indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

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CERTIFICATE

The foregoing First Amended and Restated Articles of Incorporation was adopted by the unanimous written consent of the Board of Directors of the Corporation on the 31st day of December, 2019 and the number of votes cast for the amendment was sufficient for approval. There were no members entitled to vote on the foregoing First Amended and Restated Articles of Incorporation (as there were no members prior to its effectiveness).

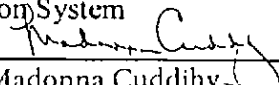


\_\_\_\_\_  
Naomi Osaka, President

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in the above-stated Corporation's First Amended and Restated Articles of Incorporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that it is familiar with § 617.0501 et seq., Florida Statutes.

CT CorporationSystem

By:  \_\_\_\_\_

Name: Madonna Cuddihy

Title: Assistant Secretary

DATED: 01/08/2020

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