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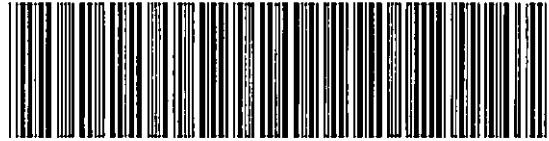
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE OLALASHE FOUNDATION, INC.

DOCUMENT NUMBER: N19000012281

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tammie B. Massey, Esq.

(Name of Contact Person)

Mettier Randolph Massey Ferguson Carroll & Sterlacci, PL

(Firm/ Company)

340 Royal Palm Way, Suite 100

(Address)

Palm Beach, FL 33480

(City/ State and Zip Code)

tmassey@mettlerlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tammie B. Massey

561

833-9631

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED

ARTICLES OF INCORPORATION
OF
THE OLALASHE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

THE OLALASHE FOUNDATION, INC., a Florida not-for-profit corporation formed under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended and approved by the Board of the Directors of the Corporation and approved by the members of the Corporation on September 15, 2022. The number of votes cast for the amendment were sufficient for approval.

2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows:

Article I - Name

The name of the Corporation is: **THE OLALASHE FOUNDATION, INC.**

Article II - Duration

The Corporation shall have perpetual duration.

Article III - Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV - Registered Office and Agent

The street address and mailing address of the office of the Corporation is 2473 Appaloosa Trail, Wellington, Florida 33414.

The name and address of its initial registered agent is Rebecca Conway, 2473 Appaloosa Trail, Wellington, Florida 33414.

Article V - Limitations

The property of the corporation is irrevocably dedicated to charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person, 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 Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code). In addition:

1. The Corporation will distribute its income for each tax 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article VI - Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax laws), or shall be distributed to the federal government, or to a state or local government, for a specific purpose. Any such assets not so

disposed of shall be disposed of by a court of competent jurisdiction in the county in which the Company 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, including, without limitation, a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent federal tax laws).

Article VII - Membership

The Corporation shall have one class of members which shall be distinct from its Board of Directors. Ramdane Dris, Julie Kasle and Rebecca Conway shall be the members of the Corporation. The members shall be solely empowered and solely responsible for appointing the Board of Directors of the Corporation. The members shall be the only party authorized to amend these Articles of Incorporation and the Bylaws. The members may remove any Director or Officer with or without cause at any time. The number of members may be increased or decreased from time to time by an Amendment to the Articles of Incorporation. Additional members shall be selected only by the current member(s) by a written acknowledged instrument. The member(s) may appoint additional member(s) which shall become members upon the happening of any event, such as incapacity or death. Such designations may be revoked at any time prior to the stated event resulting in the named individual's entitlement to membership. In the event any initial member named herein shall become incapacitated or die without a subsequent member having been duly appointed, then the remaining named initial members shall continue to serve as the member(s) of the Corporation.

Article VIII – Board of Directors

The number of directors constituting the Board of Directors of the Corporation shall be four (4) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than four (4). The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ramdane Dris	250 Essex Lane West Palm Beach, FL 33405
Julie Kasle	726 Pine Club Lane Wellington, FL 33414
Rebecca Conway	2473 Appaloosa Trail Wellington, FL 33414
Junny Luke Perez	250 Essex Lane West Palm Beach, FL 33405

Article IX - Incorporator

The name and address of the incorporator is:

Name

Address

Rebecca Conway

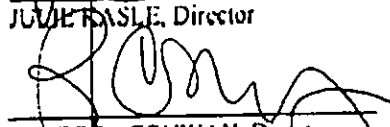
2473 Appaloosa Trail
Wellington, FL 33414

We, Ramdane Dris, Julie Kastle, Rebecca Conway and Junny Luke Perez, the Directors of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set our hands this 5 day of September 2022.

THE OLALASHE FOUNDATION, INC.


RAMDANE DRIS, Director


JULIE KASTLE, Director


REBECCA CONWAY, Director


JUNNY LUKE PEREZ, Director