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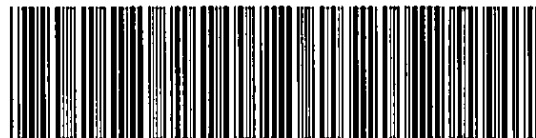
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AUG 11 2021

ALBRITTON

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

UPPER ROOM COMMUNITY

FOUNDATION, INC.

Signature

Requested by: BA

08/23/21

Name

Date

Time

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Art of Inc. File

LTD Partnership File

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L.C. File

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Trade/Service Mark

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✓ Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

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Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

UPPER ROOM COMMUNITY FOUNDATION, INC.

A Not-for-Profit Corporation

UPPER ROOM COMMUNITY FOUNDATION, INC., a Florida not-for-profit corporation (the "Corporation"), organized and existing under Chapter 617 of the Florida Statutes ("F.S."), does hereby certify:

- A. The Corporation, pursuant to the provisions of Section 617.1007 F.S., hereby adopts these Amended and Restated Articles of Incorporation (the "Restated Articles"), which accurately restate, integrate and supersede the original Articles of Incorporation of the Corporation filed on December 4, 2020.
- B. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the Restated Articles, which are as follows:

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be **Upper Room Community Foundation, Inc.** (the "Corporation"). The physical address of the Corporation's principal office shall be at 1211 62nd St. NW, Bradenton, FL 34209. The mailing address of the Corporation shall be at 1211 62nd St. NW, Bradenton, FL 34209.

ARTICLE II
OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

A. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

B. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of

2021 AUG 23 PM 3:24

any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To establish a network of ministry and mission partners that have grown over the years within the loose affiliations with the Ministry known as the Upper Room in Bradenton, FL, and to expand that network as new opportunities unfold.

D. To provide funding opportunities to our ministry and missions partners by developing a strong network of local, state, and national grant resources, and the grant writing assets to access these resources.

E. To provide collaborative support to our ministry and missions partners by helping them to develop organizational structure, long range plan development plans, marketing/outreach support, and any other resource development that will help them to reach their ministry goals.

F. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

G. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the date the certificate of incorporation was issued by the Secretary of the State of Florida. This Corporation shall have perpetual existence unless dissolved as provided by law.

ARTICLE IV

MEMBERS

The Corporation shall not have members.

ARTICLE V

BOARD OF DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least three (3) directors, but no more than eleven

(11) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws.

ARTICLE VI
NAMES OF INITIAL BOARD OF DIRECTORS

Directors:

Paul E. White
Richard E. Capps
William B. Laney

Address:

1211 62nd St. NW, Bradenton, FL 34209
3730 Summerwind Circle, Bradenton, FL 34209
1700 3rd Ave W., Apt 303, Bradenton, FL 34205

ARTICLE VII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE VIII
RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, 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 corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, 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 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 publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IX **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (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 public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

ARTICLE X **INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

ARTICLE XI **REGISTERED OFFICE AGENT**

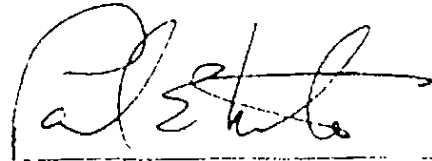
The street address of the registered agent of the Corporation is 802 11th Street West, Bradenton, Florida 34205, and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

ARTICLE XII **INCORPORATOR**

The name and street address of the incorporator of the Corporation is as follows: Paul E. White, 1211 62nd St. NW, Bradenton, FL 34209

ARTICLE XIII
AUTHORIZATION

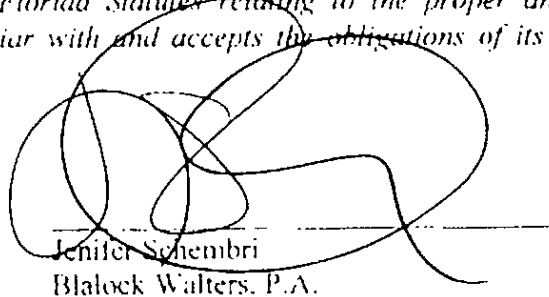
The foregoing Restated Articles were approved and ratified in accordance with 617.1007 of the Florida Statutes and the Corporation's Bylaws by the unanimous vote of the Board of Directors of the Corporation held on August 20, 2021. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles in accordance with Chapter 617, Florida Statutes. The Corporation does not have members; therefore, the Restated Articles do not require member approval.



Paul E. White, Incorporator

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.



Jennifer Schembri
Blalock Walters, P.A.