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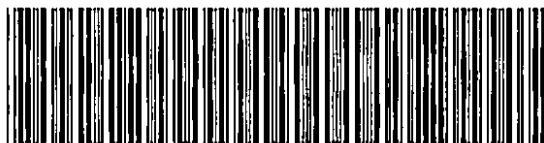
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TALLAHASSEE, FL

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COVER LETTER

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

SUBJECT: **RALPH FOUNDATION, INC**
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☒ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee.
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: **Brad A. Galbraith**
Name (Printed or typed)
999 Vanderbilt Beach Rd, Suite 509
Address
Naples, FL 34108
City, State & Zip
(239) 325-2300
Daytime Telephone number
carias@galbraith.law
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF

RALPH FOUNDATION, INC

Document number: N21000014360

Pursuant to the provisions of § 617.1007, 617.1006, 617.01201 and 617.0821 of the Florida Not For Profit Corporation Act, **Ralph Corporation, Inc.** hereby certifies that:

FIRST: The not-for-profit corporation is named Ralph Foundation, Inc and was incorporated in the State of Florida on December 16, 2021. This Restated and Amended Articles of Incorporation amends, restates, and supersedes in their entirety any and all prior Articles of Incorporation, of the not-for-profit corporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: This Restated and Amended Articles of Incorporation has been approved by the Board of Directors by resolution. There are no members or members entitled to vote on the Restated Amended Articles of Incorporation.

Article I
Name

The name of this not-for-profit corporation is RALPH FOUNDATION, INC. (hereinafter the "Corporation" or sometimes the "not-for-profit Corporation").

Article II
Principal Office & Mailing Address

The principal office and mailing address of the Corporation is:

6235 LIGHTBOURN WAY
NAPLES, FLORIDA 34113

Article III
Registered Agent

The name and street address of the registered agent is:

GALBRAITH STATUTORY AGENT, LLC
999 VANDERBILT BEACH ROAD
SUITE 509
NAPLES, FLORIDA 34108

I certify that I am familiar with and accept the responsibilities of registered agent.

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2022 SEP 28 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FL

Registered agent signature: /s/ Brad A. Galbraith

June 3, 2022
Date

Article IV
Incorporators

The name and address of the incorporator is:

BRAD A. GALBRAITH
999 VANDERBILT BEACH ROAD
SUITE 509
NAPLES, FLORIDA 34108

Article V
Purpose

The Corporation is organized and will be operated exclusively for general religious, charitable, scientific, literary and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall engage in any activity or business permitted under the laws of the United States and under the Florida Not For Profit Corporation Act, including, but not limited to, providing grants to Section 501(c)(3) organizations that promote fatherhood, providing assistance to fathers that are divorcing, separating from, or have divorced or separated from their partners. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause the Corporation not to qualify as a tax exempt organization under the Code. The Corporation is authorized to engage in any activities that would not cause the loss of such qualification, indirectly or directly, which are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. The Corporation shall have perpetual existence.

Article VI
Board of Directors

The Corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the Corporation and may exercise all powers of the Corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the Corporation as in effect from time to time.

The number of director to constitute the first Board of Directors is three.

After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

SCOTT E. WOODARD, EXECUTIVE DIRECTOR
6235 LIGHTBOURN WAY
NAPLES, FLORIDA 34113

PAUL WOODARD, DIRECTOR
4848 N TIMBER TRAIL
JANESVILLE, WISCONSIN 53548

DANIEL BRANDT, DIRECTOR
1515 E CENTRAL ROAD, UNIT 165B
ARLINGTON HEIGHTS, ILLINOIS 60005

Directors may be removed pursuant the By-Laws of the Corporation as in effect from time to time. Scott E. Woodard may remove any Director without the need to provide notice and without the need to hold a meeting by providing written notice to the remaining Directors (if any) and to the Director or Director(s) that he is removing.

Article VII **Restrictions**

No part of the net earnings or assets of the Corporation will inure to the benefit of, or be distributable to, its executive director, director, or officers (if any) or any other private persons. The Corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the Corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The Corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The Corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a not-for-profit corporation organized under the laws of State of Florida.

The Corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the Corporation must not:

Engage, in any, act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(e) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article VIII **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary and educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for religious, charitable, scientific, literary and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

Article IX **Liability & Indemnification**

The Board of Directors of the Corporation shall not be liable for the debts of the Corporation. The Board of Directors shall indemnify any executive director, director, or any former executive director or former director, to the fullest extent permitted by law and who was successful, on the merits or otherwise in the defense of any proceeding to which the executive director or director of the Corporation against reasonable attorney fees and expenses incurred in connection to the proceeding. Nothing contained in these Articles shall limit or preclude the exercise of any right relating to indemnification or advance of reasonable attorney fees and expenses. All references in these Articles to "executive director" and "director", of the Corporation are deemed to include any amendment or successors thereto.

Article X **Amendments**

Except for Scott E. Woodard's power to remove any Director with or without cause, which may not be revoked by amendment, the Board of Directors may amend the Corporation's Articles of Incorporation in the manner provided by the laws of the State of Florida. Notwithstanding any

provision in these Articles of Organization to the contrary, no amendment may authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I, the undersigned, being the Executive Director of this corporation, have for the purpose of restating the Articles of Incorporation for this not-for-profit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 6th day of June, 2022. I affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes. I understand the requirement to file an annual report between January 1st and May 1st of the calendar year following formation of this corporation and every year thereafter to maintain "active" status.


Scott E. Woodard, Executive Director