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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
RICHARD AND MIN VONDRAK FOUNDATION, INC.**

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**AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
RICHARD AND MIN VONDRAK
FOUNDATION, INC.**

Pursuant to Section 617.1007 of the Business Corporation Not For Profit Act of the State of Florida, the undersigned, being the Chairman of the Board of Directors of **Richard and Min Vondrak Foundation, Inc.**, a Florida Not For Profit Corporation (hereinafter the "Corporation") desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 10, 2022, Document Number N22000001423.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and any amendments thereto, were adopted by the Board of Directors of the Corporation as of September 29, 2024. There are no members entitled to vote with respect to these Amended and Restated Articles of Incorporation. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I-NAME

The name of this Corporation is: **Richard and Min Vondrak Foundation, Inc.**

ARTICLE II-ENABLING LAW

This Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III-PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:
1617 North Federal Highway, Suite A, Lake Worth Beach, FL 33460

ARTICLE IV-PURPOSE

1. The primary purposes of the Corporation shall be as follows:
 - (a) Provide educational scholarships and or support for family members of United States military veterans or active-duty United States military personnel
 - (b) Provide educational scholarships for Labor Finders employees or Labor Finders employee family members
 - (c) Provide grants and donations to other charitable organizations

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 JUDICIAL CIRCUIT IN AND FOR
 THE SEVENTH JUDICIAL CIRCUIT
 IN FLORIDA

2. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its 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 the tax-exempt purposes set forth herein.

3. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation, and applicable laws. Notwithstanding any such powers, or any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code"). Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

4. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

5. This corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote non-profitable purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE V - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - MEMBERSHIP

The Corporation shall have members as determined by the Board of Directors of the Corporation by majority vote at any time. If the Corporation shall have members, the number of members, their qualifications and manner of their admission shall be prescribed from time to time by the Board of Directors in the Bylaws of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws. The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

- a) William Brasmar, Chairman, 1617 North Federal Highway, Suite A, Lake Worth Beach, FL 33460
- b) David Vondrak, 1617 North Federal Highway, Suite A, Lake Worth Beach, FL 33460
- c) Susan Brasmar, 1617 North Federal Highway, Suite A, Lake Worth Beach, FL 33460

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ARTICLE VIII - OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time in such manner as may be prescribed by the Bylaws. The names of each initial Officer who shall serve until their successors are elected are:

William Brasmar – President

David Vondrak – Vice President

Susan Brasmar – Secretary and Treasurer

ARTICLE IX - REGISTERED OFFICE AND AGENT

The name and registered address of the registered agent in Florida for the Corporation is:

WILLIAM BRASMAR
1617 N FEDERAL HIGHWAY
SUITE A
LAKE WORTH BEACH, FL 33460

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each Officer or former Director or Officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or Officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- a. with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,
- b. with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or
- c. with respect to matters for which such indemnification would be against public policy.

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Such rights of indemnification shall be in addition to any other rights to which Directors or Officers may be entitled under any Bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI - LIMITATION ON SCOPE OF LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

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ARTICLE XII - DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law.

ARTICLE XIII - BYLAWS

The Bylaws of this Corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Dated: As of September 29 2024

By: 
William Brasmar,
Chairman and President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for **Richard and Mary Vondrak Foundation, Inc.**, a Florida Not For Profit Corporation, at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment of registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

DATED: As of September 29, 2024

By: 
William Brasmar

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