

1122000005203

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

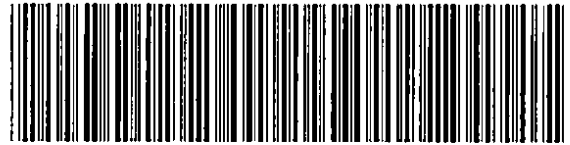
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

J. HORNE  
SEP 13 2023

Office Use Only



200413912422

08/15/23--01012--005 \*\*35.00

FILED  
23 AUG 15 AM 11:52  
JUL 11 11 15 AM '11  
JUL 11 11 15 AM '11

# **Restated Articles of Incorporation**

FILED  
23 AUG 15 AM 11: 52

## **The Ghadar Foundation, Inc. (A Florida Not For Profit Corporation)**

WILLIAM F STATE  
TALLAHASSEE, FLORIDA

These Restated Articles of Incorporation, which did not require member approval, were unanimously approved by the Board of Directors in compliance with Chapter 617, Florida Statutes (Not for Profit). The text of these Restated Articles of Incorporation is as follows:

### **Article One Name**

The name of the corporation is The Ghadar Foundation, Inc. (the "*Corporation*").

### **Article Two Principal Office**

The Corporation's principal place of business, and its mailing address, are as follows:

101 South Fort Lauderdale Beach Boulevard, Unit 2004  
Fort Lauderdale, Florida 33316

### **Article Three Registered Agent and Office**

The name of the Corporation's registered agent and registered office in the State of Florida are as follows:

Fariborz Ghadar  
101 South Fort Lauderdale Beach Boulevard, Unit 2004  
Fort Lauderdale, Florida 33316

### **Article Four Duration**

The Corporation's period of duration is perpetual.

## **Article Five Purposes**

The Corporation is organized and will be operated exclusively for general charitable, scientific, literary and educational purposes that satisfy the requirements of Section 501(c)(3) of the Internal Revenue Code (the “*Code*”).

To this end, the Corporation will have the right to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such property and to invest, re-invest, or deal with the principle or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, and the recipients of the financial assistance from the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles, the Bylaws of the Corporation, or any laws applicable thereto.

Except as limited in these Articles or by applicable federal law, the Corporation shall have all general powers as enumerated in Chapter 617, Florida Statutes, as may be amended.

## **Article Six Dissolution**

Upon the Corporation’s dissolution, 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 Code Section 501(c)(3), or, if Code Section 501(c)(3) or any successor provision of law is no longer in effect, to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or, if no such organization exists, to the federal government, or to a state or local government, for a public purpose, in the sole discretion of the Corporation’s Board of Directors.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the Corporation’s principal office is then located, will dispose of those assets exclusively for charitable, scientific, literary, or educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Code Section 501(c)(3) or would have qualified under such section if it is no longer in effect, as the court shall determine.

## **Article Seven Restrictions**

No part of the Corporation’s net earnings, assets income, or profit will inure to the benefit or be distributable to, its directors, officers, or any other private persons. The Corporation will, however, pay reasonable compensation for services rendered and make payments and distributions for the furtherance of the purposes set forth in these Articles.

No part of the activities of the Corporation may include the carrying on of propaganda or be used to influence legislation as defined in Code Section 4945. The Corporation may not participate, or intervene (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 tax under Code Section 501(c)(3);

As a corporation contributions to which are deductible under Code Section 170(c)(2); or

As a nonprofit 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 Code Section 4942. Furthermore, the Corporation and its officers, directors, and any other person deemed to be a “disqualified person” (within the meaning of Code Section 4946(a)) with respect to the Corporation must not:

Engage in any act of self-dealing as defined in Code Section 4941(d);

Retain any excess business holdings as defined in Code Section 4943(c);

Make any investments in a manner that would subject it to tax under Code Section 4944;

Make any taxable expenditures as defined in Code Section 4945(d); or

Take any other action that would result in the imposition of an excise tax under Chapter 42, Subchapter A of the Code dealing with prohibited activities of private foundations.

## **Article Eight**

### **Board of Directors; Membership**

The Corporation shall have no members, and the Board of Directors shall exercise all of the rights and powers of the members under Florida law. The Corporation’s affairs shall be managed by its Board of Directors. 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, these Articles and the Bylaws of the Corporation as in effect from time to time.

The Board of Directors shall consist of no less than three (3) and no more than seven (7) Directors. The Directors will each have the right to cast a vote on matters before the Board of Directors and will be responsible for making all decisions affecting the Corporation, including, with limitation, decisions regarding operating budgets and expenses, charitable solicitations, giving a grantmaking decisions, investment decisions, and hiring and firing officers and employees.

The current Directors are Fariborz Ghadar, John Ghadar, and Anna Ghadar. Directors will be elected as provided for in the Corporation's Bylaws.

## **Article Nine Bylaws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the Bylaws of the Corporation to the extent such Bylaws are not inconsistent with these Articles or contrary to the laws of the State of Florida.

## **Article Ten Amendments**

The Corporation may amend the Articles in the manner provided by the laws of the State of Florida. 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 Code Section 501(c)(3).

## **Article Eleven Indemnification**

The Corporation shall indemnify the directors and officers of the Corporation to the full extent permitted by Florida law. The right of indemnification provided by this Article shall not be exclusive of any other rights to which any director or officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, even as to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such director or officer under the provisions of this Article.

## **Article Twelve Miscellaneous**

These Restated Articles of Incorporation were adopted by the Board of Directors. No member approval was required because the Corporation does not have members.

These adopted Restated Articles of Incorporation supersede the original articles and all amendments to them.

All general or specific references to the Code refer to the Internal Revenue Code of 1986, as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

*{Signature on Following Page.}*

**IN WITNESS WHEREOF**, these Restated Articles of Incorporation are signed on this 10<sup>th</sup> day of August, 2023, by an authorized officer of the Corporation.

A handwritten signature in black ink, appearing to read 'Fariborz Ghadar', is written over a horizontal line.

Fariborz Ghadar,  
Director and President