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*Amended &
Restated*

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TALLAHASSEE, FL

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OLD BULL FOUNDATION, INC.
(A Florida Not-for-Profit Corporation)**

Old Bull Foundation, Inc. was originally incorporated on July 20, 2022, pursuant to Chapter 617, Florida Statutes.

In accordance with Sections 617.1002, 617.1006 and 617.1007, Florida Statutes, and pursuant to a resolution duly adopted by its Board of Directors on September ¹³, 2022, Old Bull Foundation, Inc. hereby adopts these amended and restated articles of incorporation (specifically, amending Articles 3, 4, 7, 8, 9, 10, 11, and 12). The corporation's Board of Directors by unanimous vote of the members thereof approved the amendments in the manner set forth in the original Articles of Incorporation, the Bylaws and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these Amended and Restated Articles of Incorporation. All amendments to the Articles of Incorporation are contained in these Amended and Restated Articles of Incorporation.

**ARTICLE 1
NAME**

The name of the corporation is Old Bull Foundation, Inc. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be
169 Majorca Ave.
Unit 160
Coral Gables, FL 33134

**ARTICLE 3
PURPOSE; POWERS**

- A. The Corporation is organized and operated exclusively for charitable purposes, to include, for such purposes, providing health and wellness services, including, but not limited to, strength training, movement and physical therapy services in an effort to promote education and compassion, to prevent and heal injuries among underserved children and adolescents, at no-cost, as permitted by section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, as well as any other legally permitted charitable purposes, as permitted by

section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, and Regulations issued pursuant thereto.

- B. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to conduct, promote or attain the purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.
- C. The Corporation and its Board of Directors shall transact business of the Corporation only in the following manner:
 - 1. No portion of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or any other private person, with the exceptions 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 purposes set forth herein.
 - 2. The Corporation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members, if any.
 - 3. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts 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 any candidate for public office.
 - 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE 4 **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE 5 **INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Corporation is:

Frantz Telfort
169 Majorca Ave.
Unit 160
Coral Gables, FL 33134

ARTICLE 6
INCORPORATOR

The name and address of the incorporator is:

Frantz Telfort
169 Majorca Ave.
Unit 160
Coral Gables, FL 33134

ARTICLE 7
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the Bylaws.

The initial members of the Board of Directors are:

Frantz Telfort
Title: Director and President
169 Majorca Ave.
Unit 160
Coral Gables, FL 33134

Hannah Sadowsky
Title: Director and Secretary
50 Menores Ave.
Apt 503
Coral Gables, FL 33134

Toni Alam
Title: Director and Treasurer
6915 SW 57th Ave
Suite 215A
Coral Gables, FL 33134

ARTICLE 8
DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liability of the Corporation, shall be distributed to an organization or

organizations organized and operated exclusively for charitable uses and purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or corresponding provisions of any future tax code), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9

AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Corporation's Bylaws.

ARTICLE 10

AMENDMENTS TO THE BYLAWS

The Bylaws of the Corporation may be made, altered, or rescinded by the Board of Directors as provided in the Bylaws.

ARTICLE 11

INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of a judgment, and also when the person concerned is adjudicated guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approved the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which the person may be entitled.

ARTICLE 12

EFFECTIVE DATE

The effective date for the Corporation is July 20, 2022.

The effective date for these Amended and Restated Articles of Incorporation is the date these Amended and Restated Articles of Incorporation are filed with the Florida Department of State.

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

DocuSigned by



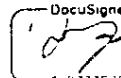
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Frantz Telfort, President and Director

ACCEPTANCE BY REGISTERED AGENT

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in these Articles. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent duties. I am familiar with and accept the obligations of the registered agent position.

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By:

Frantz Telfort, President and Director

Dated: September¹³, 2022