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Amend

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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Benjamin Leon Jr. Charitable Foundation, Inc.

DOCUMENT NUMBER: N22000009304

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alex Espenkotter, Esq.

(Name of Contact Person)

Heller Espenkotter, PLLC

(Firm/ Company)

3250 Mary Street, Suite 204

(Address)

Coconut Grove, FL 33139

(City/ State and Zip Code)

alex@hellerlawgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alex Espenkotter, Esq.

at (305) 777-3765
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2022 SEP 21 3:30

2022 SEP 21 14:33:30

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENJAMIN LEON JR. CHARITABLE FOUNDATION, INC.

ITEM 1: The provisions of Article III of the Articles of Incorporation, filed on August 12, 2022 ("Original Articles") are hereby deleted and the following new Article III is substituted in lieu thereof:

ARTICLE III
PURPOSES

The Corporation is organized, and shall be operated, exclusively for such lawful charitable, educational, literary, or scientific purposes, as shall qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time to time be given to it by any person, persons or entities. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons.

(a) unless such director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501 (c) of the Code or the corresponding provisions of any subsequent Federal tax laws, and except

(b) (i) as reasonable compensation for services rendered, or

(ii) to make payments and distributions in furtherance of the purposes set forth in this Article 3.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (c) by a private foundation within the meaning of Section 509(a) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ITEM 2: The following new Article VIII is hereby added to the Original Articles, to read as follows:

ARTICLE VIII

ACTIVITIES OF PRIVATE FOUNDATION

In accordance with Section 617.0835, Florida Statutes, and Section 508(e) of the Code, or the corresponding provisions of any subsequent Federal tax laws, the Corporation:

(a) Shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4941(a) or (b) of the Code or corresponding provisions of any subsequent Federal tax laws;

(b) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax laws;

(c) Shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Code or corresponding provisions of any subsequent Federal tax laws;

(d) Shall not make any investments in such manner as to subject it to tax under Section 4944, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or (b) of the Code, or corresponding provisions of any subsequent Federal tax laws; and

(e) Shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4945(a) or (b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ITEM 3: The following new Article IX is hereby added to the Original Articles, to read as follows:

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ITEM 4: The following new Article X is hereby added to the Original Articles, to read as follows:

ARTICLE X
DISSOLUTION

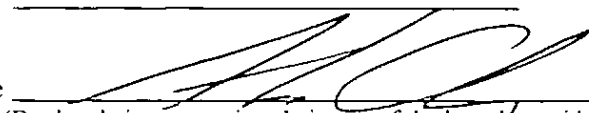
In the event of the dissolution or winding up of the Corporation, the assets of the Corporation remaining after the payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3)

of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government, or to a state or local government, for a public purpose. Such disposition shall be accomplished in a manner which does not result in the imposition of any amount of tax under section 507 of the Code, relating to the tax on termination of private foundation status, or the corresponding provisions of any subsequent Federal tax laws. Any 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 said Court shall determine, which are organized and operated exclusively for such purposes.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated September 20, 2022

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Alex Espenkotter, Esq.

(Typed or printed name of person signing)

Director

(Title of person signing)