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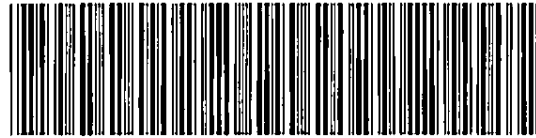
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**DATE:** 01/05/2023

**NAME:** C-51 RESERVOIR PHASE 2, INC.

**TYPE OF FILING:** AMENDED/RESTATED ARTICLES

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
C-51 RESERVOIR PHASE 2, INC.**

**(a Florida Not For Profit Corporation)**

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is C-51 Reservoir Phase 2, Inc. (hereinafter referred to as the "Corporation"). Its principal office is located at One North Clematis Street, Suite 200, West Palm Beach, FL 33401, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
PURPOSE AND POWERS**

The Corporation is organized exclusively for public, charitable, literary and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3). The principal purpose for which the Corporation is organized is to acquire, own, construct, permit and operate one or more reservoirs and water conveyance infrastructure to lessen the burdens of government such that the Corporation qualifies as an Internal Revenue Code Section 501(c)(3) charitable entity. The Corporation shall be empowered to do and perform all acts and things and engage in any lawful act or activity as may be allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide, and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

**ARTICLE IV  
LIMITATIONS**

The Corporation is one which does not permit pecuniary gain or profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If the Corporation is a private foundation, it shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

If the Corporation is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

#### **ARTICLE V CAPITAL STOCK**

The Corporation shall have no capital stock and shall initially have no members, as further described in the By-Laws of the Corporation.

#### **ARTICLE VI QUALIFICATIONS OF MEMBERSHIP**

The Board of Directors may determine to provide for membership in the Corporation, as set further described in and regulated by the By-Laws of the Corporation.

#### **ARTICLE VII VOTING RIGHTS**

Members of the Corporation shall have such voting rights as are set forth in the By-Laws of the Corporation.

#### **ARTICLE VIII LIABILITY FOR DEBTS**

Members of the Corporation, members of the Board of Directors, and officers of the Corporation shall not be liable for the debts of Corporation.

#### **ARTICLE IX BOARD OF DIRECTORS**

The Corporation shall have three (3) directors initially. The number of directors may be changed from time to time as provided in the Bylaws; provided, however, that the Board of Directors consists of not fewer than three (3) directors and no decrease in the number of directors

shall have the effect of shortening the terms of an incumbent director. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mehdi Hendi	One North Clematis Street Suite 200 West Palm Beach, Florida 33401
J. Patrick McMullen	6621 Wilbanks Rd. Knoxville, TN
Christopher Cortez	20125 State Road 80 P.O. Box 700 Loxahatchee, Florida 33470

#### **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or as an officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a member of the Board of Directors or an officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such member of the Board of Directors or officer of the Corporation, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability to the fullest extent permitted by applicable Florida law.

#### **ARTICLE XI DISSOLUTION**

Upon the dissolution of the Corporation, its assets shall be distributed to a state or a political subdivision of a state, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, to a state or political subdivision thereof exclusively for such purposes.

#### **ARTICLE XII TRANSFER OF MEMBERSHIP**

A membership may be transferred only through Corporation in accordance with the procedure set forth in the By-Laws of the Corporation. A member who has been expelled from the Corporation shall surrender his or her membership certificate to the Corporation in accordance with the procedure set forth in the By-Laws of the Corporation.

**ARTICLE XIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office for the Corporation is One North Clematis Street, Suite 200, West Palm Beach, FL 33401, and the name of its registered agent at that address is Mehdi Hendi.

**ARTICLE XIV  
INCORPORATOR**

The name and address of the Incorporator of Corporation are:

NAME

ADDRESS

Mehdi Hendi

One North Clematis Street  
Suite 200  
West Palm Beach, Florida 33401

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 3<sup>rd</sup> day of January, 2024.

Mehdi Hendi

Mehdi Hendi, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 3<sup>rd</sup> day of January, 2024.

Mehdi Hendi

Mehdi Hendi, Registered Agent

2024 JAN 5 PM 12:43  
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WEST PALM BEACH, FL