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DORIS PRIMICIERO FOUNDATION, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
DORIS PRIMICIERO FOUNDATION, INC.

2024 MAY 13 PM 12:48

TALLAHASSEE, FLORIDA

The undersigned acting as the authorized representative of the DORIS PRIMICIERO FOUNDATION, INC., a Florida, not-for-profit corporation, hereby files these Amended and Restated Articles of Incorporation which shall amend and restate the Articles of Incorporation filed on April 25, 2024, in their entirety under Document Number N24000005106.

ARTICLE I - Name

The name of the Corporation shall be DORIS PRIMICIERO FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The mailing address and principal address of the Corporation shall be 150 E. Robinson Street, Unit 31b-1, Orlando, Florida 32801.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable and educational purposes. The Corporation's primary mission is to offer opportunities and support for students in scholarships, mentorships, and educational programs in efforts to guide future generations into prosperous Christ-centered lives.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 purposes set forth in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. The Corporation is intended to qualify as a public charity as set forth in Internal Revenue Code §509(a)(2). If, however, the Corporation is ever classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The name and street address of the initial registered office of the Corporation is Keith Durkin at 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be three (3).
- B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.
- C. Directors shall be prohibited from receiving compensation from the Corporation. The Board of Directors, however, may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
DORIS PRIMICIERO	150 E. Robinson Street Unit 31b-1 Orlando, Florida 32801
HECTOR GUERRERO	150 E. Robinson Street Unit 31b-1 Orlando, Florida 32801

SEAN PARKS 150 E. Robinson Street
 Unit 31b-1
 Orlando, Florida 32801

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
KEITH DURKIN	200 South Orange Avenue, Suite 2300 Orlando, Florida 32801

ARTICLE VIII - Members

The Corporation shall not have any Members.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended by affirmative vote of at least seventy-five percent (75%) of the then-serving Board of Directors.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on May 10, 2024.

Keith Durkin

KEITH C. DURKIN, Authorized Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of the DORIS PRIMICIERO FOUNDATION, INC.

Dated May 10, 2024.

Keith Durkin

KEITH C. DURKIN

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