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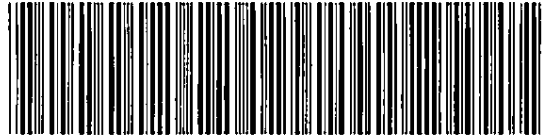
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2024 JUN -6 PM 12:10

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Upland Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joshua W. Abel

Name (Printed or typed)

Abel Nonprofit Law, LLC

Address

5856 Lawton Loop W. Drive, Indianapolis, IN 46216

City, State & Zip

317-308-1350

Daytime Telephone number

jabel@abelnonprofit.com

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

NOTE: Please provide the original and one copy of the articles.

2009 JUN 14 PM 13:10
JW Abel

ARTICLES OF INCORPORATION
OF
UPLAND FOUNDATION, INC.

The undersigned Incorporator, desiring to form a corporation (the "Corporation"), pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended (the "Act"), hereby executes the following Articles of Incorporation (the "Articles"):

ARTICLE I

Name

The name of the Corporation is Upland Foundation, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The Corporation's principal place of business and mailing address are 1136 Alhambra Circle, Coral Gables, FL 33134.

ARTICLE III

Purposes

This Corporation shall be organized and operated exclusively to conduct, support, encourage, and assist such educational, charitable, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws. In furtherance of such purposes, the Corporation's specific purposes shall include, but not be limited to, the translation and dissemination of never-before-translated important works of Burmese literature, history and scholarship into English, making them accessible to scholars, researchers and the general public, and furthering the promotion of Burmese literature, history and scholarship.

ARTICLE IV

Directors

Section 1. The directors of the Corporation, other than the members of the initial Board of Directors, shall be elected and appointed in the manner and for terms as specified in or fixed in accordance with the Bylaws of the Corporation.

Section 2. The exact number of directors of the Corporation shall be specified in or fixed in accordance with the Bylaws of the Corporation (the "Bylaws") at a number no smaller than three (3). The directors of the Corporation shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws.

Section 3. The members of the initial Board of Directors of the Corporation shall be elected by the Incorporator.

ARTICLE V

Initial Registered Agent and Registered Office

Section 1. The name and address of the initial registered agent in charge of the Corporation's initial registered office are Frederick A. Eck, 1136 Alhambra Circle, Coral Gables, FL 33134.

Section 2. The street address of the registered office of the Corporation at the time of adoption of these Articles is 1136 Alhambra Circle, Coral Gables, FL 33134.

Section 3. The undersigned hereby represents that the registered agent named in this Article has consented to the appointment of the registered agent.

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation are Frederick A. Eck, 1136 Alhambra Circle, Coral Gables, FL 33134.

ARTICLE VII

Powers

Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolved and surrender its corporate franchise.

ARTICLE VII

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IX

Members

The Corporation shall not have members as that term is defined in the Act. The Corporation may, however, designate as "members" individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Corporation matters or to attendance at Corporation meetings.

ARTICLE X

No Private Inurement

None of the Corporation's net earnings shall inure to the benefit of any private individual.

ARTICLE XI

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Provided that the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such a manner so as not to subject the Corporation to the tax imposed by Code section 4942.

Section 2. Provided that the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);

(c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or

(d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code section 501(c)(3).

Section 4. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

Section 6. The power to make, alter, amend, and repeal the Corporation's Bylaws shall be vested in the Board of Directors.

Section 7. No director of the Corporation shall be liable for any of its obligations.

Section 8. Meetings of the Board of Directors may be held at any location, either inside the State of Florida or elsewhere.

Section 9. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

Section 10. The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.

ARTICLE XII

Dissolution of the Corporation

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement to one or more other organizations that have been selected by the Board of Directors of the Corporation, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned Incorporator hereby adopts these Articles of Incorporation and presents them to the Department of State of the State of Florida for filing.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Frederick A Eck

Frederick A. Eck, Registered Agent

05 / 29 / 2024

Date

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

Frederick A Eck


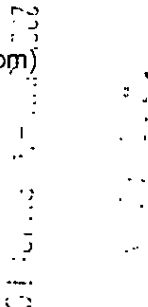



Frederick A. Eck, Incorporator

05 / 29 / 2024

Date

Title	Please sign Articles of Incorporation
File name	DRAFT_Articles_of...d_Foundation_.pdf
Document ID	3f3b882a2e9c9f0ec9f010a4d003fe2c9f8a9eac
Audit trail date format	MM / DD / YYYY
Status	◦ Signed

Document History

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 VIEWED	05 / 27 / 2024 15:51:23 UTC	Viewed by Fred Eck (fred.eck@randolphgrp.com) IP: 73.46.58.129	
 SIGNED	05 / 29 / 2024 14:45:17 UTC	Signed by Fred Eck (fred.eck@randolphgrp.com) IP: 73.46.58.129	
 COMPLETED	05 / 29 / 2024 14:45:17 UTC	The document has been completed.	