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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE LORD'S PLACE FOUNDATION, INC.**

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amended & restated Art. + nc

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**STATE OF FLORIDA  
NON-PROFIT CORPORATION  
  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE LORD'S PLACE FOUNDATION, INC.**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), The Lord's Place Foundation, Inc., a Florida not-for-profit corporation originally incorporated on January 2, 2025 (Document Number N25000000264) (the "Corporation"), does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Trustees on January 13, 2025, and there are no members or members entitled to vote on this amendment and restatement; and

(b) Such Corporation hereby amends and restates its Articles of Incorporation to read as follows:

**ARTICLE I  
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

(a) The name of the Corporation is TLP Foundation, Inc. (the "Foundation").

(b) The Foundation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Foundation is 2808 N. Australian Avenue, West Palm Beach, FL 33407. The principal office and mailing address of the Foundation may be changed to such other address as may be determined by the Board of Trustees from time to time.

(d) The registered agent of the Foundation is Kerry Diaz, Foundation President whose address is c/o The Lord's Place, Inc. ("Lord's Place"), 2808 N. Australian Avenue, West Palm Beach, FL 33407.

(e) The Foundation shall be a non-membership corporation.

**ARTICLE II  
PURPOSES**

(a) The Foundation is organized exclusively for the charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is a public charity described as a "supporting organization" within the meaning of Section 509(a)(3) of the Code for the sole and exclusive benefit of and to perform the functions of The Lord's Place, Inc., a Florida not for profit corporation ("Lord's Place"), and an

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organization described in Section 501(c)(3) of the Code. The Foundation intends to qualify and at all times operate as a Type I supporting organization. The Foundation's purposes shall include conducting or supporting activities for the benefit of or to carry out the purposes of Lord's Place. The Foundation shall at all times be operated, supervised and controlled, directly or indirectly, by Lord's Place.

(b) In the event the Foundation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the Foundation, the following provisions shall apply for the period in which the corporation is so deemed:

The Foundation shall distribute the income of each taxable 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 Internal Revenue Code.

The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(c) Notwithstanding any other provision of these Articles of Incorporation:

(i) The Foundation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall inure to the benefit of or be distributable to, or inure to the benefit of, any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation and payments and distributions may be made in furtherance of one or more of its purposes); and no Director, Trustee, Officer, or any private individual shall be entitled to share in the distributions of any of the Foundation's assets on dissolution of the Foundation.

(ii) No substantial part of the activities of the Foundation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code, during any fiscal year or years in which the Foundation has chosen to utilize the benefits authorized by that statutory provision). The Foundation 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.

(iii) The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or may hereafter be amended or replaced.

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(iv) In the event of dissolution, the assets and property of the Foundation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed to the Lord's Place so long as it is qualified under Section 501(c)(3) of the Code, provided, however, if Lord's Place is no longer so qualified at such time, then the assets and property of the Foundation shall be distributed as determined by the Board of Trustees to charitable organizations then qualified under Section 501(c)(3) of the Code or to the federal government, or to a state or local government, for a public purpose. Any assets of the Foundation so disposed of shall be disposed of by the Circuit Court (or a Court of equivalent or comparable jurisdiction) of the county in which the principal office of the Foundation 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.

(v) The Foundation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III  
CORPORATE POWERS

The Foundation shall have and exercise any and all powers, rights and privileges afforded corporations not-for-profit under the laws of the State of Florida which are not in conflict with the Foundation's exempt purposes as provided in Article II.

ARTICLE IV  
TRUSTEES

The affairs and business of the Foundation shall be operated, managed and controlled by its Board of Trustees, which shall have at least five (5) members. The members of the Board of Trustees, officers of the Foundation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Foundation.

The names and addresses of the initial trustees are:

- |                     |  |
|---------------------|--|
| Robert Barrett      | 2808 N. Australian Avenue<br>West Palm Beach, FL 33407 |
| Charles Ward        | 2808 N. Australian Avenue<br>West Palm Beach, FL 33407 |
| Kate Grangard       | 2808 N. Australian Avenue<br>West Palm Beach, FL 33407 |
| Cornelia Thornburgh | 2808 N. Australian Avenue<br>West Palm Beach, FL 33407 |

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John Townsend

2808 N. Australian Avenue  
West Palm Beach, FL 33407

David Buddemeyer

2808 N. Australian Avenue  
West Palm Beach, FL 33407

ARTICLE V  
AMENDMENTS TO ARTICLES

From time to time, and in furtherance of the exempt purposes for which the Foundation is being organized, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and any other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. Such amendments, alterations or repeals shall be authorized from time to time by the Board of Trustees. The Articles of Amendment of the Articles of Incorporation may be signed by an officer of the Foundation.

ARTICLE VI  
BYLAWS

The Board of Trustees of the Foundation shall adopt such Bylaws for the conduct of the business of the Foundation in carrying out its purpose as the Board of Trustees may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation.

ARTICLE VII  
INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or

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not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors, trustees and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Trustees or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, trustee, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

#### ARTICLE VIII RESTATEMENT

The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

*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 s.817.155, F.S*

By:

  
Kerry Diaz, President

Date: January 14, 2025

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