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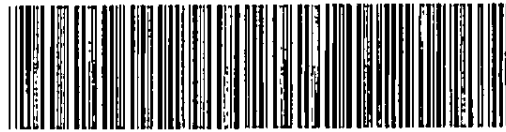
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DATE: 04/24/2025

NAME: FRIENDS OF BUNGE & BORN FOUNDATION, INC

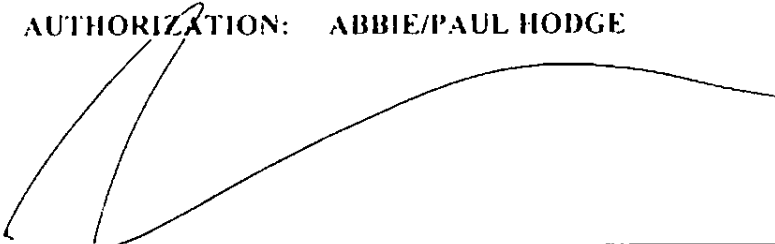
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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FRIENDS OF BUNGE Y BORN FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2023 APR 24 AM 11:39

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned incorporator has executed and hereby files the following Articles of Incorporation for the purpose of forming a corporation not for profit:

**ARTICLE I
NAME**

The name of the corporation shall be FRIENDS OF BUNGE & BORN FOUNDATION, INC. (the "Corporation").

**ARTICLE II
ADDRESS**

The principal office and mailing address of the Corporation shall be as follows:

100 SE 2nd Street, Suite 2900
Miami, Florida, 33131

**ARTICLE III
PURPOSE AND POWERS**

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the U.S. Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

The primary (but non-exclusive) purposes of the Corporation shall be to support and to enhance the educational, scientific, cultural, and public health programs of Fundación Bunge y Born, a nonprofit organization based in Buenos Aires, Argentina ("FBB International"), by providing volunteer services, public awareness, strategic partnerships, and financial and material support. The Corporation also shall assist with activities that promote the development, dissemination, and global visibility of FBB International's initiatives and research in areas such as early childhood development, education innovation, public health, science communication, historical preservation, and institutional capacity building.

Financial and material contributions to FBB International shall be derived from any lawful and appropriate sources, including charitable contributions and other donations obtained by the Corporation, from any income generated by the Corporation, from grant and gift income generated by the Corporation, and from corporate and individual sponsors of the Corporation's activities.

In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE IV
CAPITAL STOCK**

The Corporation shall not have capital stock.

**ARTICLE V
MEMBERS**

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation will be exercised, its property controlled, and its affairs governed by the Board of Directors. Members of the Board of Directors will be elected and appointed as provided in the Bylaws. The number of directors shall be fixed in the manner set forth in the Bylaws, but which shall consist of not less than three (3) directors. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>Name</u>	<u>Address</u>
Jorge Born	25 de Mayo 501 6° Piso C1002ABK Ciudad Autónoma de Buenos Aires, Argentina
Enrique Boilini	1331 Brickell Bay Drive, Apt. 2311 Miami, Florida 33131, USA
Jenefer Feraud	25 de Mayo 501 6° Piso C1002ABK Ciudad Autónoma de Buenos Aires, Argentina
Jorge Frias	25 de Mayo 501 6° Piso C1002ABK Ciudad Autónoma de Buenos Aires, Argentina
Juan de la Tour	25 de Mayo 501 6° Piso C1002ABK Ciudad Autónoma de Buenos Aires, Argentina

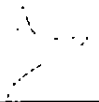
**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent and registered office of the Corporation is: Registered Agents of Florida, LLC, 100 SE 2nd Street, Suite 2900, Miami, Florida, 33131

**ARTICLE VI
ARTICLE CONSOLIDATION; ADOPTION**

These adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them. These and Amended and Restated Articles of Incorporation were adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Amendment on April 8, 2024.



Jorge Born, Chair