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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KATHLEEN S. BROOKS FAMILY FOUNDATION, INC.**

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**AMENDED AND RESTATED 2024 JAN 17 PM 12 54**  
**ARTICLES OF INCORPORATION**  
**OF THE**  
**KATHLEEN S. BROOKS FAMILY FOUNDATION, INC.**  
 (A Florida Not For Profit Corporation)

**WHEREAS**, Article I of the Articles of Incorporation of KAJAK, Inc., (the "corporation") provides that the name of the corporation shall be KAJAK, Inc.;

**WHEREAS**, by Articles of Amendment dated August 22, 2002, and duly filed with the Secretary of State on September 16, 2002, the name of the corporation was changed to KATHLEEN SWANN SHORT FOUNDATION, INC.;

**WHEREAS**, by Articles of Amendment dated May 25, 2006, and duly filed with the Secretary of State on July 6, 2006, the name of the corporation was changed to KATHLEEN S. BROOKS FAMILY FOUNDATION, INC.; and

**WHEREAS**, it is the desire and intention of the Board of Directors of the corporation to (i) again change the corporation's name, and (ii) effectuate a complete amendment and restatement of the corporation's Articles of Incorporation.

**NOW, THEREFORE**, in compliance with the requirements of section 617.1007 of the Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), the Articles of Incorporation of the Kathleen S. Brooks Family Foundation, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety to read as follows (hereinafter referred to as the "Articles"):

**ARTICLE 1**  
**NAME**

The name of this corporation shall be the Kathleen Binnicker Swann Foundation, Inc. (hereafter, the "Corporation").

**ARTICLE 2**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 333 S. Garland Avenue, 17th Floor, MC-886-73-17-50, Orlando, Florida 32801.

### **ARTICLE 3 REGISTERED AGENT**

The name of the registered agent of the Corporation, who is authorized to receive service of process, is Truist Bank. The street address of the registered office of the Corporation is 333 S. Garland Avenue, 17th Floor, MC-886-73-17-50, Orlando, Florida 32801.

### **ARTICLE 4 PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, literary, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for the purpose of making distributions to or for the use of organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE 5 POWERS**

In furtherance of the charitable purposes described in Article 4 above, the Corporation is authorized:

(a) To promote, support, and engage in activities carried on for religious, charitable, literary, scientific, and educational purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in such activities.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from such property and the principal thereof exclusively for religious, charitable, literary, scientific, and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person or entity, to be used in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided that gifts will be subject to acceptance by the Board of Directors.

(d) To establish an office and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out religious, charitable, literary, scientific, and educational programs of the Corporation in the furtherance of its stated purposes. Money and real or personal

property contributed to the Corporation in furtherance of these objects and purposes are and will continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use an official seal for the Corporation pursuant to section 617.0302(3) of the Florida Statutes.

(j) To do all acts and things necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations not for profit under the Florida Not for Profit Corporation Act, including but not limited to the powers described in section 617.0302 of the Florida Statutes.

Despite the foregoing, all powers and activities of the Corporation and its Board of Directors are limited by and subject to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles.

## **ARTICLE 6 MEMBERSHIP**

The Corporation shall not have members.

## **ARTICLE 7 DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number and method of election or appointment of Directors (not less than three) shall be fixed and governed by the Bylaws.

The names and addresses of the currently-serving Directors are as follows:

<b>Director Name</b>	<b>Address</b>

John P. Short, Jr.	229 W. 109th Street, Apt. 62 New York, NY 10025
Chad Kia	229 W. 109th Street, Apt. 62 New York, NY 10025
Jennifer S. Poole	612 19th Ave W. Palmetto, FL 34221

The terms for which the Directors are to serve, and the method by which the Directors are to be elected, will be stated in the Bylaws.

## ARTICLE 8 COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

**8.1 Compensation.** A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer, or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation; and may be reimbursed for expenses or advances paid on behalf of the Corporation, provided such expenses or advances are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Provisions relating to compensation payable to Directors or officers of the Corporation will be stated in the Bylaws.

**8.2 Indemnification.** Every director or officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

**8.3 Prohibition Against Self-Dealing and Excess Benefit Transactions.** Anything contained in this Article to the contrary notwithstanding, the Corporation shall make no payment which (a) would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code, or that (b) would result in an "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code, as applicable pursuant to the Corporation's exempt status.

## ARTICLE 9 CHARITABLE LIMITATIONS

Despite any other provision of these Articles to the contrary, the Corporation may 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 Internal Revenue Code and section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

**9.1 No Private Inurement.** No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered: (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount; and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

**9.2 No Propaganda.** No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**9.3 Private Foundation Rules.** In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

(a) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 10**  
**DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation commenced its existence on December 14, 1988, and shall exist perpetually.

**ARTICLE 11**  
**DISSOLUTION AND DISPOSITION OF ASSETS**

The Board of Directors of the Corporation may elect to dissolve the Corporation by a vote of a majority of the then-serving Directors. If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation by transferring such assets to organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code and are engaged in charitable purposes as described in Article 4 above, as the Board of Directors determines. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to such organization or organizations as that court determines are organized and operated exclusively for such purposes.

**ARTICLE 12**  
**BYLAWS**


The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is vested in the Board of Directors in accordance with the provisions of the Bylaws.

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**CERTIFICATE**

Pursuant to section 617.1001, *et seq.*, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of the Kathleen Binnicker Swann Foundation, Inc., formerly known as the Kathleen S. Brooks Family Foundation, Inc. (the "Corporation"), did not require any member approval and, therefore, were approved and duly adopted by the Board of Directors with a sufficient number of votes on 13 October, 2023. These Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes this document on behalf of the Corporation on 13 October, 2023.

  
By: Chad Kia  
Its: president