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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE GIBNEY FAMILY FOUNDATION, (TGFF), INC.

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FAN: H24000115939 3

STATE OF FLORIDA  
NON-PROFIT CORPORATION

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

THE GIBNEY FAMILY FOUNDATION, (TGFF), INC.

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, THE GIBNEY FAMILY FOUNDATION, (TGFF), INC., (the "Foundation"), a Florida not-for-profit corporation originally incorporated on August 23, 1991 (Document Number N44855), does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Members on January 11, 2024 at a duly noticed meeting at which a quorum of such Members were present and voting, and by the requisite vote of the Board of Directors on February 22, 2024, and

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

FIRST: Name. The name of the corporation is THE GIBNEY FAMILY FOUNDATION, (TGFF), INC.

SECOND: Principal Office. The mailing address and street address of the principal office of the Company is:

Mailing Address  
PO Box 633  
Meridian, ID 83680

Street Address  
1200 North Main Street #633  
Meridian, ID 83642

THIRD: Duration. The period of its duration is perpetual.

FOURTH: Purpose. The Foundation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: the making of grants and distributions to institutions, organizations or groups with an emphasis on developing sustainable resources and solutions for organizations that foster independence, primarily for those who are blind and visually impaired, and for any other purpose consistent with being a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, and any and all related charitable purposes and to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Foundation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Foundation, or any laws applicable

2024 MAR 28 AM 7:47

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FAN: H24000115939 3

FAN: H24000115939 3

thereto. The Foundation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, Directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the Foundation shall have all general powers enumerated in the Act, or any successor provisions thereto.

**FIFTH: Exempt Status.** Provisions for the regulation of the internal affairs of the Foundation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The Foundation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The Foundation shall be a membership corporation.

(c) The affairs and business of the Foundation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The Directors and 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.

(d) Without in any way limiting the foregoing, the foundation shall have those powers granted by the Act.

(e) No part of the assets of the Foundation and no part of any net earnings of the Foundation shall be divided among or inure to the benefit of any member, officer or trustee of the Foundation or any private individual or be appropriated for any purposes other than the purposes of the Foundation as herein set forth; and no substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Foundation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the Foundation shall not participate in, 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. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the Foundation, the Foundation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the Foundation may at any time dissolve by the affirmative vote of two-thirds of the Members. Upon the liquidation or dissolution of the Foundation, after payment of all of the liabilities of the Foundation or due provision therefor, all of the assets of the Foundation shall be distributed to organizations which are organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as may be more particularly described in the Official Letter of Donor's Intent and the Bylaws of the Foundation from time-to-time.

FAN: H24000115939 3

2024 MAR 28 AM 7:47

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FAN: H24000115939 3

(g) 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 Foundation 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.

(h) Except as may otherwise be required by law, the Foundation may, at any time, by the affirmative vote of two-thirds of the Members, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: Member(s). Members of the Foundation are those direct descendants of Albert L. Gibney as further described in the Foundation's Bylaws. The number of Members, their election, powers, rights and responsibilities, etc. shall be as set forth in the Foundation's Bylaws, as may be amended from time to time.

SEVENTH: 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 Foundation, (b) who is or was an agent or employee of the Foundation and as to whom the Foundation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Foundation 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 Foundation has agreed to grant such indemnity hereunder, shall be indemnified by the Foundation 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 Foundation 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

FAN: H24000115939 3

FAN: H24000115939 3

which those seeking indemnification may be entitled. The Foundation 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 not the Foundation 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 and advisors of the Foundation, shall be paid) by the Foundation 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 Foundation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors 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 Foundation nevertheless indemnifies each trustee, advisor and officer, and employee of the Foundation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

EIGHTH: 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.

NINTH: Amendment of Articles. These Articles of Incorporation may only be amended after approval by a majority vote of the Board of Directors and the Members.

*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.*

  
Tracy Wasden, President, CEO

Date:

2/23/2024

FAN: H24000115939 3