

N94000003739

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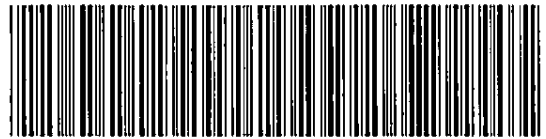
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SECRETARY OF STATE  
TALLAHASSEE, FL

*Restated Articles*

MAR 12 2024

D CUSHING

**COVER LETTER**

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

**SUBJECT:** The Old School Square Foundation, Inc.

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 – Filing Fee

☐ \$43.75 – Filing Fee & Certificate of Status

☐ \$43.75 – Filing Fee & Certified Copy

☐ \$52.50 – Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

FROM:

Thomas M. Stanley, Esq.  
MacMillan & Stanley, PLLC  
33 NE 4th Avenue  
Delray Beach, FL 33483  
(561) 276-6363  
[tom@macmillanstanley.com](mailto:tom@macmillanstanley.com)

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2024 FEB 21 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FL

**NOTE: Please provide the original and one copy of the document.**

Law Offices  
MacMillan & Stanley, PLLC  
33 Northeast Fourth Avenue  
Delray Beach, Florida 33483  
(561) 276-6363  
Facsimile (561) 276-8881  
[www.macmillanstanley.com](http://www.macmillanstanley.com)

Thomas M. Stanley, Esq.

Board Certified by Florida Bar  
In Wills, Trusts & Estates

Board Certified by Florida Bar  
In Real Estate

Nicholas Ritornato, Esq.

Of Counsel

Carol MacMillan Stanley, Esq.

Board Certified by Florida Bar  
In Wills, Trusts & Estates

Neil E. MacMillan (1918 - 1996)

February 20, 2024

**Via FedEx**

Ms. Diane Cushing  
Operations Manager A  
Division of Corporations  
2415 N. Monroe Street  
Suite 810  
Tallahassee, FL 32303

**Re: The Old School Square Foundation, Inc.  
Ref No. N94000003739  
Letter No. 824A00001305**

Dear Diane:

Enclosed with this letter is the corrected Restated Articles of Incorporation of The Old School Square Foundation, Inc. (Document No. N94000003739).

Per your above-referenced letter, which is also enclosed, the Date of Adoption was added to the Restated Articles of Incorporation and initialed for confirmation.

Please do not hesitate to reach out to me via email at [nick@macmillanstanley.com](mailto:nick@macmillanstanley.com) or via phone at (561) 276-6363 if you have any questions.

Sincerely,  
MacMillan & Stanley, PLLC

***s/Nicholas Ritornato***

Nicholas Ritornato, Esq.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 22, 2024

THOMAS M. STANLEY, ESQ.  
MACMILLAN & STANLEY, PLLC  
33 NE 4TH AVENUE  
DELRAY BEACH, FL 33483

SUBJECT: THE OLD SCHOOL SQUARE FOUNDATION, INC.  
Ref. Number: N94000003739

We have received your document for THE OLD SCHOOL SQUARE FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Operations Manager A

Letter Number: 824A00001305

**Restated Articles of Incorporation  
of  
THE OLD SCHOOL SQUARE FOUNDATION, INC.  
Document No. N94000003739**

In compliance with Chapter 617, F.S. (Not for Profit)

The Articles of Incorporation are restated as follows:

**Article I Name**

The name of the corporation is: **The Old School Square Foundation, Inc.**

**Article II Restated Articles**

The text of the Restated Articles is as follows:

**Principal Office:**

The principal street address is 350 SE 1st Street, Delray Beach, FL 33483.

The principal mailing address is 350 SE 1st Street, Delray Beach, FL 33483.

**Purpose:**

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

The purposes for which the Corporation is formed are as follows:

- (a) to aid and support the programs for the arts, education and promotion of the Nation Historic Site known as Old School Square, which includes, but is not limited to Cornell Art Museum, Crest Theatre, Fieldhouse, and The Pavilion, located at 51 N. Swinton Avenue, Delray Beach, FL 33444;
- (b) to disseminate information of, and promote interest in, the preservation, history, culture, architecture and public use of Old School Square;
- (c) to promote and sponsor the arts and other related programs at Old School Square; and
- (d) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, 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 any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except some limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

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2024 FEB 21 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FL

**Manner of Election:**

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.

**Limitations:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Dedication of Assets:**

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

**Indemnification:**

Section 1. Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to the Articles of Incorporation and Bylaws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under Florida law, the Articles of Incorporation, and the Bylaws of the corporation.

Section 6. Binding Effect. Any person entitled to indemnification under the bylaws of the corporation has a legally enforceable right to indemnification which cannot be abridged by amendment of such bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is not required to purchase Directors' and Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the directors, officers,

employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

**Amendments:**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation upon adoption by a majority of the board of directors.

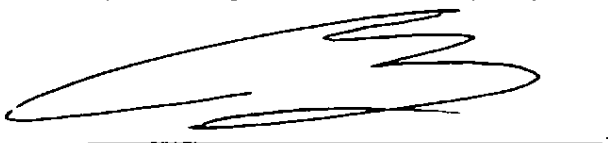
**Article III Officers and/or Directors**

1. Director: Mark Denkler, President
  - a. Address: 320 NW 9<sup>th</sup> Street, Delray Beach, FL 33444
2. Director: Roy Simon, Treasurer
  - a. Address: 201 NW 11<sup>th</sup> Street, Delray Beach, FL 33444
3. Director: Ron Platt, Secretary
  - a. Address: 5120 Pineview Circle, Delray Beach, FL 33445

**Article IV Registered Agent**

The name and Florida street address of the registered agent is **MacMillan & Stanley, PLLC**, whose address is 33 NE 4th Avenue, Delray Beach, FL 33483.

*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.*



Thomas M. Stanley, Esq.  
MacMillan & Stanley, PLLC  
Signature of Registered Agent

Date March 1, 2023

**Article V Article Consolidation**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.



Article VI Required Adoption Information

These restated articles of incorporation were adopted by the board of directors on March 1, 2023.

Article VII Effective Date

MD

Effective date is the same date as the date of filing.

*I submit this document and affirm that the facts stated herein are true. I am aware that the 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.*

Dated: March 1, 2023

Signature: Mark Denker

Printed Name: Mark Denker

Title: President