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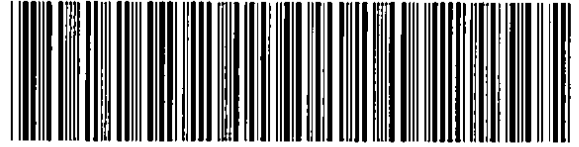
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Milagro Foundation, Inc.

**DOCUMENT NUMBER:** N98000000152

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David A. Beale, Esq.

\_\_\_\_\_  
(Name of Contact Person)

David A. Beale, P.A.

\_\_\_\_\_  
(Firm/ Company)

301 West Atlantic Avenue, Suite 0-5

\_\_\_\_\_  
(Address)

Delray Beach, FL 33444

\_\_\_\_\_  
(City/ State and Zip Code)

david@bealeclaw.net

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David A. Beale

561

243-1477

at

\_\_\_\_\_  
(Name of Contact Person)

\_\_\_\_\_  
(Area Code)

\_\_\_\_\_  
(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**AMNEDED AND RESTATED**  
**ARTICLES OF INCORPORATION - MILAGRO FOUNDATION, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be:

MILAGRO FOUNDATION, INC.

(hereinafter, the "Milagro Foundation"). The Milagro Foundation's name may not be changed to reflect or honor any financial contributor to the Milagro Foundation.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Milagro Center, 695 Auburn Avenue, Delray Beach, FL 334444

**ARTICLE III. PURPOSES:**

The specific purposes for which the corporation is organized are:

The Milagro Foundation is organized to receive, maintain and administer assets in perpetuity exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code by conducting and supporting activities that carry out the charitable and educational purposes of the Milagro Foundation. Notwithstanding any other provisions of these Articles, the purposes for which the corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Service Code or the corresponding provision of any future United State Internal Revenue Law. The Milagro Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Without limiting or expanding the foregoing, the specific purposes for which the Milagro Foundation is organized may include providing an interracial, nondenominational community center for children's educational, health, creative, artistic and literary activities, including but not limited to: (i) children's theater, (ii) technology education, (iii) programs for the needy, and (iv) food preparation education.

**ARTICLE IV. MANNER OF ELECTION OF DIRECTORS:**

The number of members of The Board of Directors shall be designated in the by-laws but shall consist of not less than 5 and not more than 15 individuals.

#### **ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS:**

The name and Florida street address of the registered agent are:

Kurt Knaus  
695 Auburn Ave  
Delray Beach, FL 33444

#### **ARTICLE VI. INCORPORATOR:**

The name and address of the Incorporator to these Articles of Incorporation was:

Rodney G. Romano  
C/O Romano, Erickson & Cronin  
1005 Lake Avenue  
Lake Worth, Florida 33460-3709

#### **ARTICLE VII. RIGHTS AND RESTRICTIONS.**

All corporate powers shall be exercised by or under the authority of the Board of Directors. The Milagro Foundation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes of the Milagro Foundation. However, no part of the net earnings of the Milagro Foundation shall inure to the benefit of or be distributable to any incorporator, trustee, or officer of the Milagro Foundation or any private individual. The Milagro Foundation's purpose is intended to be broad and pervasive to serve children's educational needs. Thus, the Milagro Foundation may allow the naming or designating any of its buildings, funds, accounts, or other property in honor or reflection of any financial contributor or of any financial contribution to the Milagro Foundation. The Board of Directors shall have the right to amend the by-laws in order to limit or restrict donations, pledges, or gifts that are restricted or limited in their application. No substantial part of the activities of the Milagro Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, other than to provide expert testimony upon request, and the Milagro Foundation 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.

Governmental, military, paramilitary or political organizations shall in no case be beneficiaries of the Foundation, and the Foundation shall in all cases repudiate and avoid any affiliation with such organizations. If any such organization or group, directly or indirectly, should offer significant financial or other support to the Milagro Foundation, the Foundation shall refuse such support unless it can be conclusively shown that said support shall not cause the donor to receive special consideration or treatment by the Foundation, nor shall give the donor undue influence over, or shall in any other way harm, the Foundation, its agents, trustees or advisors. If it is reasonable to conclude that such attempt to control or influence might reasonably occur, such offer or gift must be refused, forfeited, or returned to the donor.

No less than annually, the Foundation shall formulate a formal statement of specific goals and programs supported by the Foundation, which shall be communicated and made available to the public. This public statement shall not be exclusive, and other goals and programs may be adopted by appropriate action so long as they are included in the succeeding public statement.

### **ARTICLE VIII. DISSOLUTION.**

In the event of the dissolution of the Milagro Foundation, and after all liabilities and obligations of the Milagro Foundation have been paid, satisfied and discharged or adequate provisions made therefor, all remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes and that are exempt organizations under 501(c)(3) of the Internal Revenue Code.

### **ARTICLE IX. MEMBERS.**

The Milagro Foundation shall have no members.

### **ARTICLE X. LIMIT ON LIABILITY AND INDEMNIFICATION.**

**Limit on Liability.** In every instance in which the Florida Not For Profit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Milagro Foundation shall not be liable to the Milagro Foundation.

**Mandatory Indemnification.** The Milagro Foundation (the term "Milagro Foundation as used herein shall mean this Milagro Foundation only and no predecessor entity or other legal entity) shall indemnify any individual who is, was or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Milagro Foundation) because such individual is or was a director or officer of the Milagro Foundation, or of any other legal entity controlled by the Milagro Foundation, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding, except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made by the board of directors and in accordance with Florida Law, provided, however, that if a majority of the directors of the Milagro Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination has been made that indemnification is not permissible, the Milagro Foundation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Milagro Foundation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to the provisions of this Article X.

**Miscellaneous.** The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Milagro Foundation and indemnification under policies of insurance purchased and maintained by the Milagro Foundation or others. However, no person shall be entitled to indemnification by the Milagro Foundation to the extent such person is indemnified by another, including an insurer.

#### **ARTICLE XI. INTERNAL REVENUE CODE.**

Each reference to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law.

#### **ARTICLE XII. AMENDMENT OF ARTICLES OR BY-LAWS.**

Provisions of the by-laws of the Corporation may be adopted, and provisions of articles of incorporation and by-laws may be changed, amended, added to or repealed, only upon the affirmative vote of a quorum of the directors, at a duly held meeting or without a meeting on written consent of all of the directors entitled to vote thereon.

#### **ARTICLE XIII. CORPORATE EXISTENCE**

The Milagro Foundation shall have perpetual existence.

#### **ARTICLE XIV. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Milagro Foundation shall be at such location as the Directors shall approve from time to time, with the privilege, however, of having branch offices or places of business in any other place or places within or without the state of Florida


INWITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 18<sup>th</sup> day of December, 2020.

#### **EXECUTION AND CERTIFICATION**

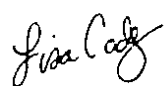
On behalf of the Corporation, I have executed these Amended and Restated Articles of Incorporation of the MILAGRO FOUNDATION, INC., and certify as follows:

1. These Amended and Restated Articles of Incorporation do not require member approval.
2. The date of the adoption of the amendment by the Board of Directors was on December 18, 2020 at a duly called meeting where a quorum was present.
3. The number of votes cast for the Amended Articles was sufficient for approval; and
4. The duly adopted Amended and Restated Articles of incorporation supersede the original Articles Of Incorporation and all amendments to them.

Dated: 07/18/2023

  
\_\_\_\_\_  
Kurt Knaus,  
Chair of the Board of Directors

Attest:

  
\_\_\_\_\_  
Lisa Cody, Secretary

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