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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
IKEBANA INTERNATIONAL, CHAPTER 65 INC.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
IKEBANA INTERNATIONAL, CHAPTER 65 INC.**

The undersigned subscriber to these Amended and Restated Articles of Incorporation, a natural person competent to contract, hereby amends the Articles of Incorporation effective as of August 6, 1998, which were filed with the Florida Department of State on August 10, 1998, and which were assigned document number N98000004671, pursuant to Chapter 617 of the Florida Statutes.

**ARTICLE I**

**NAME**

The name of the corporation not for profit created hereby (the "Corporation") shall be Ikebana International, Chapter 65 Inc.

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation shall be located at 13576 Lake Point Drive S., Clearwater, FL 33762, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The mailing address of the Corporation shall be 13576 Lake Point Drive S., Clearwater, FL 33762, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE III**

**PURPOSES**

The Corporation is organized exclusively for charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation, providing support to public charities that are organized exclusively for charitable, religious, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation is further organized to stimulate, cultivate, and perpetuate the study of Ikebana, related arts and culture, by teaching, demonstrations, public exhibitions, and to strengthen relationships among masters, teachers, and students of Ikebana, and others interested in the ideals of Ikebana International through mutual cooperation with other Ikebana International chapters through the adopted motto: "Friendship Through Flowers".

**ARTICLE IV**

**POWERS**

The Corporation shall possess all powers allowed, granted, and permitted by the Florida Not For

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Profit Corporation Act (the "Act") and by other applicable laws, and the following powers:

- (a) To exercise all rights and powers conferred by laws of the State of Florida applicable to corporations not for profit (including the Act), as well as the power to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, encumber, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of any such property.
- (b) To purchase, invest, acquire, own, hold, reinvest, 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, invest, acquire, own, hold, reinvest, 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;
- (c) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;
- (d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Chapter Board of the Corporation;
- (e) To use or distribute, in the manner, form and method, and by the means determined by the Chapter Board of the Corporation, any and all forms of contributions received by the Corporation in furtherance of the Corporation's stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are, and shall continue to be, impressed with a trust for such purposes;
- (f) To contract and be contracted with and to sue and be sued;
- (g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;
- (h) To apply the whole or any part of the income and principal of the Corporation exclusively in furtherance of the Corporation's stated purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code");
- (i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the 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 of this character, including but not limited to, the powers described in the Act; and
- (j) To adopt and use a corporation seal containing the words "corporation not for

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profit", if desired and deemed necessary.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE V

#### DURATION AND EXISTENCE

The existence of the Corporation shall begin on August 10, 1998, and thereafter the existence of the Corporation shall be perpetual.

#### ARTICLE VI

#### SUBSCRIBER

The name and address of the subscriber to these Amended and Restated Articles of Incorporation is:

Susan Hildreth Thorpe  
13576 Lake Point Drive S.  
Clearwater, FL 33762

#### ARTICLE VII

#### OFFICERS

The affairs of the Corporation shall be conducted by a President, and such other officers designated and authorized by the Chapter Board of the Corporation. The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the bylaws of the Corporation.

#### ARTICLE VIII

#### DIRECTORS

The Corporation shall be governed by a Board of Directors, sometimes also known as a Chapter Board, which shall consist of at least three (3) individuals who are at least 18 years of age. The actual number of directors serving on the Chapter Board of the Corporation, the method of the appointment or election of directors, and the fixing of the time and place for holding special and annual meetings of directors shall be as provided in the bylaws of the Corporation.

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ARTICLE IXAMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

The Amended and Restated Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the directors serving on the Chapter Board of the Corporation at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to all of the directors then serving on the Chapter Board of the Corporation in accordance with the provisions of the bylaws of the Corporation. Notwithstanding the foregoing, any amendment or amendments shall be consistent with the purposes for which the Corporation was created.

ARTICLE XCHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person. No part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds in furtherance of the Corporation's stated purposes, provided that said purposes do not conflict with Section 501(c)(3) of the Internal Revenue Code. All such income, and all such assets, shall be used and expended solely for one or more purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Except as otherwise provided by the Act, if the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, then the Corporation, during such period:

(a) shall distribute for its exempt purposes for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code and shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under 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, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code;

(d) shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Internal Revenue Code; and

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

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Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall 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 or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### ARTICLE XI

##### DISPOSITION OF ASSETS

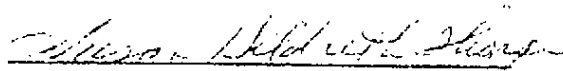
In the event of the dissolution of the Corporation other than an administrative dissolution that is cancelled by the reinstatement of the Corporation, the Chapter Board of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to one or more such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and which are engaged in activities that are the same as, or activities that are similar to, the Corporation's activities with respect to its stated purposes, as the Chapter Board of the Corporation shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in and for the county in which the principal office of the Corporation is then located exclusively for such purposes or distributed to such organization or organizations as that court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE XII

##### REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and the registered office for the Corporation are as follows: Susan Hildreth Thorpe, 13576 Lake Point Drive S., Clearwater, FL 33762.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation on the date set forth below for the uses and purposes therein stated.

  
Susan Hildreth Thorpe

Date: 05-30-2024

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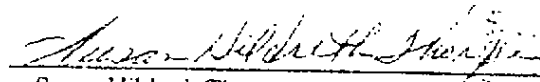
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**ACCEPTANCE OF REGISTERED AGENT  
FOR  
IKEBANA INTERNATIONAL, CHAPTER 65 INC.**

Pursuant to the Florida Not For Profit Corporation Act, **Ikebana International, Chapter 65 Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Amended and Restated Articles of Incorporation, hereby appoints Susan Hildreth Thorpe, 13576 Lake Point Drive S., Clearwater, FL 33762, as its registered agent to accept service of process within the State of Florida.

Having been named as registered agent for the above-referenced corporation at the place designated above, I hereby accept my appointment as said registered agent, hereby agree to comply with the laws of the State of Florida while serving as said registered agent, and hereby acknowledge that I am familiar with the obligations attendant with serving as said registered agent.

  
Susan Hildreth Thorpe

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