

KNIGHTS TEMPLAR EYE FOUNDATION, INC.

TRIENNIAL MEETING

To all members of the Knights Templar Eye Foundation, Inc. a Maryland Corporation:


You are hereby notified that attached AMENDED AND RESTATED ARTICLES OF INCORPORATION will be presented for approval at the Triennial and Annual Meeting of the Knights Templar Eye Foundation, Inc., which will be held on Tuesday, August 20, 2024, commencing at 10 a.m. at The Little America Hotel in Salt Lake City.

By Direction of the Board of Trustees.



David Joseph Kussman
President

Attest:



Lawrence E. Tucker
Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

KNIGHTS TEMPLAR EYE FOUNDATION, INC.

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This is to Certify:

FIRST: That we, the subscribers, Walter A. DeLamater, whose post office address is P. O. Box 175, Rhinebeck, New York; Louis H. Wieber, whose post office address is 1253 Terminal Tower Building, Cleveland 13, Ohio; Paul M. Moore, whose post office address is 112 Station Street, Alliquippa, Pennsylvania; and Ansel A. Packard, whose post office address is 209 Court Street, Middletown, Connecticut, all being at least twenty one (21) years of age, do, under, and by virtue of the Corporation Law of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation. **SECOND:** The name of the corporation is

KNIGHTS TEMPLAR EYE FOUNDATION, INC.

THIRD SECOND: The purposes for which the corporation is formed and the objects to be carried on and promoted by it are as follows:

To use its funds for research, treatment and hospitalization of those who suffer from disease or injury to the eye, which, if untreated, might result in blindness; that admission for treatment of such persons shall be without regard to race, color, creed, age, sex, or national origin; that the treatment of patients for this purpose shall be free and limited to persons unable to pay; so that the funds will be used exclusively for charitable and scientific purposes and that no part of the net earnings shall inure to the benefit of any member or individual, having a personal or private interest in the activities of the corporation and no substantial part of which activities is carrying on propaganda, or otherwise attempting, to influence legislation; nor shall this corporation participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. To engage in any lawful act or activity emphasizing the improvement of vision through research, education, and supporting access to care for which any non-profit, nonstock corporation may be organized under the General Corporation Law of Maryland.

To receive and maintain a fund or funds and apply the income and principal thereof to promote all objectives and purposes of the corporation, including the making of gifts and grants to other corporations or associations

organized and operated exclusively for the same charitable and scientific purposes.

To collect, receive and maintain a fund or funds by subscription or otherwise and apply the income and principal thereof to the promotion of the purposes hereinbefore set out and to use as means to those ends, research, publication, the employment of experts and the establishment and maintenance of committees, offices and agencies and other means which, from time to time, shall be deemed advisable and expedient.

To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real or personal, without limitation as to amount or value, to convey such property and to invest and reinvest any such property and any increase or income therefrom, and deal with and expend the income and principal of said corporation in such manner as in the judgment of its members or trustees will best promote its objects.

To purchase or otherwise acquire, to hold, use, mortgage, pledge, sell assign and transfer, or otherwise dispose of real and personal property of every class and description and in particular lands, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, book debts and claims and any interest in real or personal property as may be necessary for investment and for the use, maintenance, or purposes of the corporation.

In pursuance of and not in limitation of the objects hereinabove set forth it is expressly provided that this corporation shall also have power:

To do all such acts as are necessary or convenient to attain the objects hereinabove set forth, to the same extent as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation or by the By-Laws.

To have offices and promote and carry out its objects within and without the State of Maryland, in the States, District of Columbia, territories or possessions of the United States, or any other place in the world.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any power, rights or privileges so granted or conferred.

FOURTH THIRD: The Post Office street address of the principal office of the corporation in the State of Maryland is 351 West Camden Street, Baltimore, Maryland 21201-2405 York Road, Suite 201, Lutherville Timonium, MD 21093-2264. The resident agent of the corporation is The Corporation Trust Incorporated, a corporation of the State of Maryland, the Post Office street address of which is 351 West Camden Street, Baltimore, Maryland 21201-2405 York Road, Suite 201, Lutherville Timonium, MD 21093-2264.

The address of the principal office of the corporation outside the State of Maryland will be located at 1033 Long Prairie 3201 Cross Timbers Road, Bld 4, Suite 5300, Flower Mound, Texas 75022-75028.

~~FIFTHFOURTH:~~ The corporation shall not have any has no authority to issue capital stock.

~~SIXTHFIELD:~~ The membership of the corporation shall consist consists of (a) those persons who from time to time compose the Board of Trustees of the corporation and (b) those persons who are members of the Grand Encampment of Knights Templar of the United States of America who from time to time officially register and attend the Triennial Session of the said Grand Encampment of Knights Templar, including those who officially registered and attended the 1955 Triennial Session thereof; the membership of this corporation of those persons described in (a) above shall cease at the expiration of their term as officers or trustees and upon the election of their successors, except that such persons may continue their membership by officially registering and attending each successive Triennial Session of the said Grand Encampment of Knights Templar as provided in (b) above. Those persons whose membership depends upon registration and attendance at the Triennial Sessions of the said Grand Encampment of Knights Templar shall continue to be members of this corporation only until the opening of the next Triennial Session of the said Grand Encampment of Knights Templar, at which time the membership of all such members other than those referred to in (a) above shall cease unless they are among those who officially register and attend the next Triennial Session of the said Grand Encampment of Knights Templar. The Secretary of the corporation shall maintain at all times a list of those officially registering and in attendance at each Triennial Session, and the membership under clause (b) above shall be limited to those members whose names appear on the records of the Secretary at the opening, after registration, of each Triennial Session of the said Grand Encampment of Knights Templar; provided that any member of the said Grand Encampment of Knights Templar who shall officially register registers during the Triennial Session thereof shall be deemed a member as fully as though he had registered at the opening of the Session. No person other than those described in (a) and (b) above shall be eligible to be a member of this corporation. At any and all meetings of the corporation, each member shall be entitled to one vote.

~~SEVENTHSIXTH:~~ Subject to removal in accordance with the Bylaws of the corporation, the affairs and business of the corporation shall be managed and conducted by a Board of Trustees consisting of the persons who hold the following offices in the Grand Encampment of Knights Templar.

Grand Master
Deputy Grand Master
Grand Generalissimo
Grand Captain General
All Past Grand Masters
Grand Treasurer
Grand Recorder

and six (6) members of the corporation elected at large by the members thereof, in accordance with the Bylaws.

~~SEVENTH:~~ The Trustees of the corporation shall not be paid compensation for their services as Trustee.

~~EIGHTH:~~ The Trustees shall be elected and any vacancies on the Board of Trustees shall be filled in the manner set forth in the Bylaws. The number of Trustees shall be as set forth in the Bylaws of the corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland as now or hereafter in force. The Board of Trustees is currently comprised of the following seventeen (17) Trustees, six (6) of which are at-large members:

~~David J. Kussman, Jeffrey A. Bolstad, Jack M. Harper, II, David W. Studley, Bobby B. Simmons, Lawrence E. Tucker, Kenneth B. Fischer, William H. Koon, II, David D. Goodwin, Duane L. Vaught, Jeffrey N. Nelson, David M. Dyer (at-large), Daniel R. Sherry (at-large), Rodney A. Mann (at-large), Benjamin F. Williams (at-large), James C. Herndon (at-large), and Terry L. Plemons (at-large).~~

~~NINTH:~~ The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer, who shall be members of the Board of Trustees, and must be elected by the Board of Trustees in such manner and for such term, and who shall have such powers and duties as may be prescribed in the By-Laws of the corporation provided by the Bylaws. The President of the corporation shall be chosen from among the members of the Board of Trustees and shall act as Chairman of the Board of Trustees. Such other officers with such powers and duties as may be deemed necessary may be designated and duly elected by the Board of Trustees.

~~TENTH:~~ In the event of the dissolution of the corporation, after the payment or satisfaction of all debts of the corporation, the remaining assets and funds of the corporation shall be conveyed or transferred to such religious, charitable, scientific, literary or educational organization or organizations, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, as the members of this corporation in their absolute discretion may determine, and no funds or property shall be distributed among or revert to any member, officer, or trustee of this corporation.

~~ELEVENTH:~~ The members of this corporation shall have power from time to time to make such By-Laws as they shall deem proper for the management of the affairs of the corporation, which said By-Laws may be amended from time to time in accordance with the provisions contained therein; provided that the By-Laws adopted by the First Board of Trustees

~~shall constitute the By-Laws of the corporation until the next meeting of the Members of the corporation.~~

ELEVENTH: Meetings of Members and Trustees may be held either within or without the State of Maryland.

~~TWELFTH~~ THIRTEENTH: The duration of the corporation shall be perpetual.

THIRTEENTH: The private property of the Members and Trustees of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever. To the fullest extent permitted by Maryland statutory or common law, as amended or interpreted, no trustee or officer of this corporation shall be personally liable to the corporation or its members for money damages, provided, however, that the foregoing limitation of trustee and officer liability shall only be to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Code. No amendment of the charter of the corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to trustees and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

~~IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of March, 1956.~~

WALTER A. DeLAMATER

LOUIS H. WIEBER

PAUL M. MOORE

ANSEL A. PACKARD

STATE TAX COMMISSION OF MARYLAND

~~THIS IS TO CERTIFY~~ That the within instrument is a true copy of the

ARTICLES OF INCORPORATION
OF
KNIGHTS-TEMPLAR EYE FOUNDATION, INC.

~~as approved and received for record by the State Tax Commission of Maryland, March 28, 1956 at 9:30 o'clock A.M.~~

~~AS WITNESS my hand and official seal of the said Commission at Baltimore this 28th day of March, 1956.~~

CHARLES A. BARTGIS
Acting Secretary

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

KNIGHTS TEMPLAR EYE FOUNDATION, INC.

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FIRST: The name of the corporation is

KNIGHTS TEMPLAR EYE FOUNDATION, INC.

SECOND: The purposes for which the corporation is formed and the objects to be carried on and promoted by it are as follows:

To engage in any lawful act or activity emphasizing the improvement of vision through research education, and supporting access to care for which any non-profit, nonstock corporation may be organized under the General Corporation Law of Maryland.

THIRD: The street address of the principal office of the corporation in the State of Maryland is 2405 York Road, Suite 201, Lutherville Timonium, MD 21093-2264. The resident agent of the corporation is The Corporation Trust Incorporated, a corporation of the State of Maryland, the street address of which is 2405 York Road, Suite 201, Lutherville Timonium, MD 21093-2264.

The address of the principal office of the corporation outside the State of Maryland is 3201 Cross Timbers Road, Bld 4, Suite 300, Flower Mound, Texas 75028.

FOURTH: The corporation has no authority to issue capital stock.

FIFTH: The membership of the corporation consists of (a) those persons who from time to time compose the Board of Trustees of the corporation and (b) those persons who are members of the Grand Encampment of Knights Templar of the United States of America who from time to time officially register and attend the Triennial Session of said Grand Encampment of Knights Templar, the membership of this corporation of those persons described in (a) above ceases at the expiration of their term as officers or trustees and upon the election of their successors, except that such persons may continue their membership by officially registering and attending each successive Triennial Session of the Grand Encampment of Knights Templar as provided in (b) above. Those persons whose membership depends upon registration and attendance at the Triennial Sessions of the Grand Encampment of Knights Templar continue to be members of this corporation

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and six (6) members of the corporation elected at large by the members thereof, in accordance with the Bylaws.

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TENTH: In the event of dissolution of the corporation, after the payment or satisfaction of all debts of the corporation, the remaining assets and funds of the corporation must be conveyed or transferred to such religious, charitable, scientific, literary or educational organization or organizations, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, as the members of the corporation in their absolute discretion may determine, and no funds or property may be distributed among or revert to any member, officer, or trustee of the corporation.

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