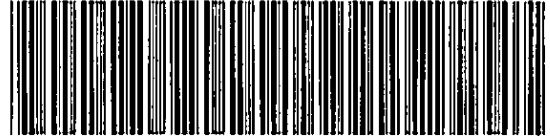


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Amended and Restated
Articles of Incorporation of

2021 OCT 18 AM 9:26

American Money Education, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned, being the President of **American Money Education, Inc.** (hereinafter the "Corporation"), a Florida non-profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

ARTICLE 1. NAME

The name of the Corporation is **American Money Education, Inc.** organized under the laws of the State of Florida. (§92.2 CHDO Definition ¶ (1))

ARTICLE 2. PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is to be located is the City of Bradenton, Manatee County, Florida.

The Corporation is prepared to serve all Americans and residents throughout the United States with its designated service area in Florida, specifically Manatee and Sarasota Counties where it's principal address is located. (§92.2 CHDO Definition ¶ (8))

The principal office address shall be:

5305 Title Row Drive
Bradenton, Florida 34210

ARTICLE 3. CHARTIABLE PURPOSE

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Corporation did receive its Internal Revenue 501(c)(3) status on February 12, 2014. (§92.2 CHDO Definition ¶ (4))

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 this Article. (§92.2 CHDO Definition ¶ (2))

The Corporation is not under the control or direction by any individual or entity seeking to derive profit or gain. (§92.2 CHDO Definition ¶ (3))

The Corporation is not a government entity. (§92.2 CHDO Definition ¶ (5))

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. Except to the extent permitted by Code Section 501(h), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

One of the many purposes of the Corporation is to teach money management, retirement planning, asset accumulation and management and limiting liability and debt exposure. Such purpose also includes providing HUD-Approved Housing Counseling including the First-time Home Buyer Education Class. In addition, one of the many purposes of the Corporation is to provide decent housing that is affordable to low-income to moderate-income persons in the form of sale of affordable homes or refurbishment of older homes for rental or building new rental homes or multifamily structures. (§92.2 CHDO Definition ¶ (7)).

In addition, the Corporation is established for the purposes of creating innovative solutions, services, and programs to the communities it serves while providing the communities, as individuals or groups, including but not limited to those with special needs, our veterans, those aging in place, as well as very low to moderate income persons. The Corporation desires to provide safe and affordable homeownership, rentals, coupled with housing counseling and homebuyer/rental education. In addition, the Corporation may provide or facilitate all aspects of health, wellness, rehabilitation, education, and awareness of viable opportunities to enhance the lives of these individuals or communities. All assistance shall be in a safe and protective environment for all those concerned.

Any other provision of these Articles to the contrary notwithstanding, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Code Section 501(c)(3), (b) by a corporation contribution to which are deductible under Code Section 170(c)(2), and (c) by a corporation organized under the Florida Nonprofit Corporation Act as now existing or hereafter amended.

Solely for the above purposes, the Corporation is empowered to and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

Article 4

DIRECTORS AND MANNER OF ELECTION

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors (hereinafter the "Board"), the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three (3) Directors.

The manner and method of election of the Board shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Restated and Amended Articles of Incorporation, the Board shall have all the rights, powers, and privileges prescribed by law of directors of for-profit corporations.

To qualify as a Community Housing Development Organization (CHDO) at all times hereafter, the Board shall maintain the following:

- (a) At least one-third (1/3) of its Board members from among the following: 1) the low-income population, 2) residents of a low-income neighborhood, or 3) elected representative of a low-income neighborhood organization. (§92.2 CHDO Definition ¶ (8)(i));
- (b) Public officials and employees of a governmental entity may compromise no more than one-third (1/3) of the Board. (§92.2 CHDO Definition ¶ (5));
- (c) Officers and employees of a governmental entity cannot be officers (e.g. CEO, CFO, COO) or employees of a CHDO. (§92.2 CHDO Definition ¶ (5)).

Pursuant to the above requirements, three (3) Directors/Officers are elected and are named below:

Officer & Board Member: Divina K. Westerfield-Maruca, JD, President
5305 Title Row Drive
Bradenton, FL 34210

Officer & Board Member: Corinne Kaplan Ross, JD, Vice President
2302 63rd Street West
Bradenton, FL 34209

Officer & Board Member: Alphonse Maruca, Treasurer
5305 Title Row Drive
Bradenton, FL 34210

Board Member: Glen Gibellina
7110 28th Street East
Sarasota, FL 34243

Board Member: Arianna K. Westerfield
6033 34th Street W, Unit 1
Bradenton, FL 34210

Article 5 REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is:
Divina Westerfield-Maruca, JD, 5305 Title Row Drive, Bradenton, FL
34210

For purposes of renewal and communication with the Florida Department
of State, the Registered Agent's email address is:
Manager@AmericanMoneyEducation.com

Said registered agent's original signature appears below.

Article 6: DURATION

The period of duration of the Corporation shall be perpetual.

Article 7: MEMBERS

The Corporation shall not have members.

Article 8: DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board shall after paying or
making provision for payment of all the liabilities of the Corporation, shall
distribute all the assets of the Corporation to one or more organizations then
qualified under Code Section 501(c)(3) selected by the Board of the
Corporation. Any of such assets not so disposed of shall be disposed of by
the Circuit Court of the city or county in which the principal office of the
Corporation is then located to such organization or organizations as said
court shall determine and as are then qualified as exempt under Code
Section 501(c)(3).

Article 9: AMENDMENTS

Except as provided, any one or more of the provisions of these Amended
and Restated Articles of Incorporation may be amended in accordance with
the requirements of the Florida Statutes and the Bylaws of the Corporation.

Article 10: INCONSISTENT PROVISIONS

In the event of any conflict between the provisions of this Amendment and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of this Amended and Restate Articles of Incorporation shall prevail.

This Amended and Restated Articles of Incorporation are adopted on October 5, 2021 by the Board of the Corporation. There are no members or members entitled to vote on the amendments.

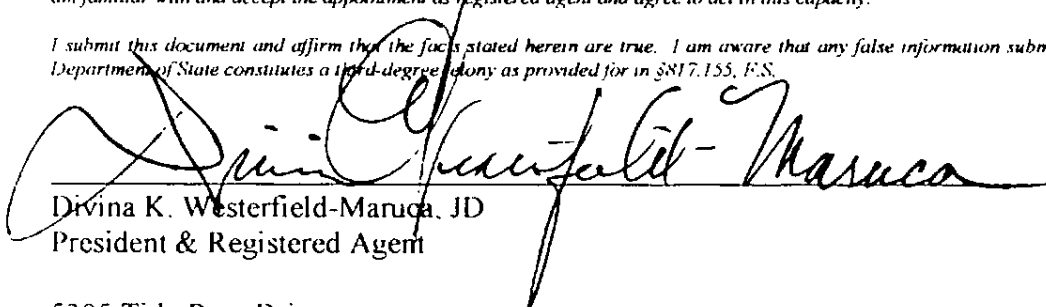
IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on October 5, 2021.

This corporation must file an Annual Report with the Division of Corporations (State of Florida) between January 1st and May 1st of every year to maintain "active" status. The corporation's first annual report will be due between January 1st and May 1st of the calendar year following the year the corporation is formed and must be filed online. The fee to file a Corporation Annual Report is \$61.25. Reminder notices to file the Annual Report will be sent to the e-mail address you provide in these articles.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. §17.155, F.S. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

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.

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 §17.155, F.S.



Divina K. Westerfield-Maruca, JD
President & Registered Agent

5305 Title Row Drive
Bradenton, FL 34210
Cell: 941-544-3174

Date: October 5, 2021