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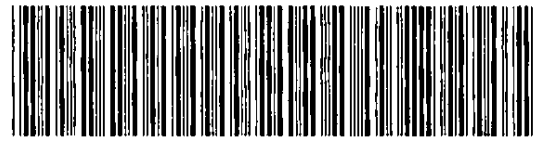
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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
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COVER LETTER

TO: Amendment Section
Division of Corporations

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NAME OF CORPORATION: OnePulse Foundation, Inc.

DOCUMENT NUMBER: N16000006750

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

Please return all correspondence concerning this matter to the following:

Gus R. Benitez
Name of Contact Person
Benitez Law Group, P.L.
Firm/ Company
1223 East Concord Street
Address
Orlando, FL 32803
City/ State and Zip Code

gus@ARBenitez.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gus R. Benitez at (407) 894-5000
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:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Amended and Restated Articles of Incorporation for
OnePulse Foundation, Inc.**

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ARTICLE I: NAME

The name of the Foundation shall be: **OnePulse Foundation, Inc.** (the "Foundation").

ARTICLE II: TERM OF EXISTENCE

The Foundation shall have perpetual existence.

Principal and mailing street address of the Foundation is 1227 East Concord Street, Orlando, Florida 32803.

ARTICLE III: PURPOSE

On June 12th, 2016, the Pulse Nightclub in Orlando, Florida, was the victim of a violent and unprovoked deadly attack with massive casualties and devastating consequences. The Foundation is the only 501(c)(3) incorporated by the owners of the Pulse Nightclub of Orlando, Florida, for charitable, religious and educational purposes, including, (i) providing immediate financial assistance to victims affected by the attack at Pulse Nightclub in Orlando, Florida; (ii) conceiving, funding and aiding in the construction of a permanent memorial on the existing Pulse site in Orlando, Florida; (iii) making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, for related purposes or the corresponding section of any future federal tax code; (iv) seeking support by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes; (v) taking and holding, absolutely or in trust, for any such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; (vi) selling, leasing, conveying or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the Foundation's Board of Trustees; and (vii) exercising any, all and every power, including trust powers, which a Foundation not for profit created under the laws of the State of Florida can be authorized to exercise.

ARTICLE IV: MANNER OF ELECTION OF TRUSTEES

Unless otherwise provided for in the By-laws of the Foundation, Trustees shall be elected and appointed by a majority vote of the Foundation's Trustees at a meeting called for such purpose or through the written consent of a majority of the Foundation's Trustees. There shall never be less than ten (10) Trustees.

ARTICLE V: BOARD OF TRUSTEES

The names and addresses of the initial Board of Trustees of the Foundation are as follows:

Name: Barbara Poma
Address: 1227 East Concord Street
Orlando, Florida 32803

Name: Jason Felts
Address: 23679 Calabasas Road, Suite 980
Calabasas, California 91302

Name: Gus R. Benitez
Address: 1223 East Concord Street
Orlando, Florida 32803

ARTICLE VI: LIMITATION ON ACTIVITIES

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, officers, Trustees, or other private persons, except that the Foundation 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 III hereof. Notwithstanding any other provisions of these articles, the Foundation 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.

ARTICLE VII: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Foundation and after payment of all debts and obligations of the Foundation, all remaining assets of the Foundation, if any, 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 Foundation 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.

ARTICLE VIII: REGISTERED AGENT

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

Name: Gus R. Benitez, Esquire
Address: 1223 East Concord Street
Orlando, Florida 32803

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator was:

Name: Gus R. Benitez, Esquire
Address: 1223 East Concord Street
Orlando, Florida 32803

ARTICLE X: BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Foundation and in Chapter 617 of the Florida Statutes, Bylaws of this Foundation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Trustees or in the manner at any time provided by the Bylaws.

ARTICLE XI: AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Trustees.

ARTICLE XII: INDEMNIFICATION

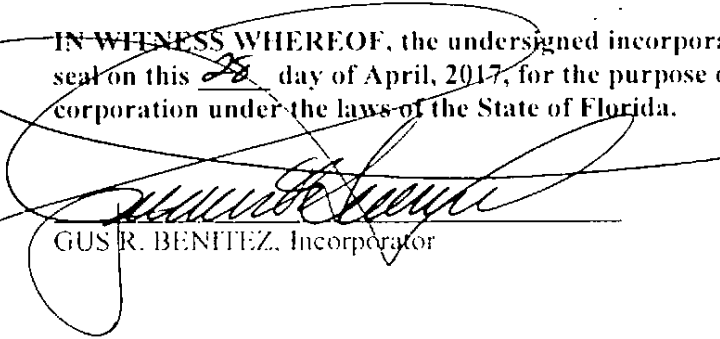
The Foundation shall indemnify any person who was or is a part, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Trustee, employee, officer or agent of the Foundation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Foundation; and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Foundation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

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.


Gus R. Benitez, Registered Agent

4/28/17
Date

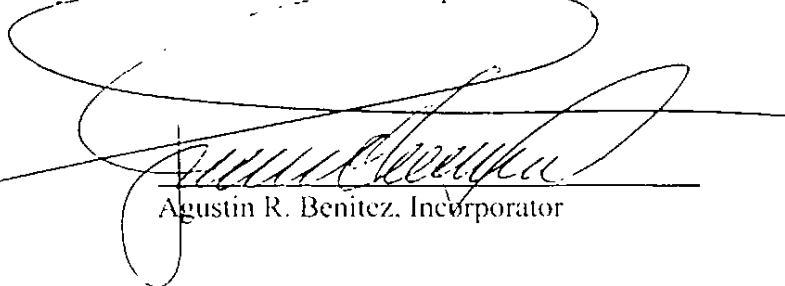
IN WITNESS WHEREOF, the undersigned incorporator has hereto set his hand and seal on this 28 day of April, 2017, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


GUS R. BENITEZ, Incorporator

4/28/2017
Date

**STATEMENT OF NO MEMBERS AND
DATE OF ADOPTION OF AMENDMENT**

There are no members of ONEPULSE FOUNDATION, INC., and the date of the adoption of the amendment by the Board of Directors was April-28-2017.


Agustin R. Benitez, Incorporator