

Charity Services Centers
2103 Coral Way, Ste 202
Miami, FL 33145

PO000050170

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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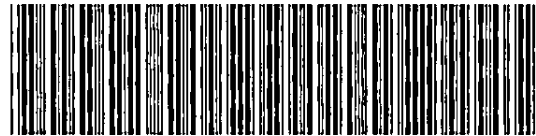
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2017 AUG 21 P 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AUG 24 2017

T. J. FINELL

Notated

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CDC DEPOSITS CORP.**

FILED

ARTICLE I. NAME

The name of the Corporation shall be **CDC Deposits Corp.**

2017 AUG 21 P 1:15

ARTICLE II. NATURE OF BUSINESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, but the sole primary purpose of the Corporation is to develop and deliver programs that improve economic and social outcomes for people in the communities we live and work in especially through programs that link community banks with charitable organizations in the communities which they serve, while using business practices which are in alignment with the following values:

1. Respect and care for our employees and their roles in the Corporation and in life in general, both as employees and as fathers or mothers, sons or daughters, friends or partners of others in life and as member of the communities in which they live and work, creating an environment in which the employees enjoy coming to work and feel inspired and enabled in their own personal growth.
2. Respect for our customers and vendors, always dealing with them fairly and honestly, so they feel our authentic interest in their welfare as well as our own.
3. Respect for the environment, doing business in ways that support and maintain a healthy and sustainable relationship between the Corporation and the environment that we affect, both locally and globally.
4. Respect for the community in which we do business, finding ways to give something back to them in order to express our gratitude for their contribution to us and the lives of our customers, employees and vendors.
5. Respect for our stockholders, creating long term value for them in gratitude for their contributions to our success and growth.

This statement of values is expressed in order to set forth high goals for ourselves and to describe a core foundation around which a natural self-organizing and evolving process can occur for the Corporation, subject, however to the condition and limitation that it is not intended and shall not be construed at any time as the basis for any demand or legal actions by anyone who believes that we have not met those goals.

ARTICLE III. CAPITAL STOCK

The total number of shares of all classes, which the Corporation is authorized to issue, is Fifteen Million (15,000,000) shares of common stock, \$0.001 par value per share ("Common Stock").

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in Article III.

B. VOTING; ELECTION OF DIRECTORS; MISCELLANEOUS.

1. Voting Generally.

The holder of each share of Common Stock shall vote together as single class upon all matters submitted to a vote of stockholders.

2. Board of Directors. The Corporation's board of directors (the "Board of Directors") shall consist of up to six (6) individuals, all of whom will be appointed by Majority Investor(s). All corporate powers shall be exercised under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

ARTICLE IV. DEFINITION OF TERMS USED IN
THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION

The following terms are used herein with the meanings indicated:

"Affidavit of Loss" an affidavit or agreement satisfactory to the Corporation to indemnify the Corporation, without the need to post any bond or other security for such obligation) from any loss incurred in connection with the loss of any share certificate evidencing shares of the Corporation's Capital Securities.

"Affiliate" means, as applied to the Corporation, any Person directly or indirectly controlling, controlled by or under direct or indirect common control with Corporation and shall also include (a) any Person who is a director or beneficial owner of at least five percent (5%) of the then outstanding equity securities of the Corporation and Family Members of any such Person and (b) any Person of which the Corporation or an Affiliate (as defined in clause (a) above) of the Corporation shall, directly or indirectly, either beneficially own at least ten percent (10%) of the then outstanding equity securities or constitute at least a 10% equity participant.

"Appraiser" has the meaning specified in various Sections of this Article III.

"Board of Directors" has the meaning specified in Article III.

"Business Day" means a day other than a Saturday, Sunday or legal holiday in the State of Florida.

"Capital Securities" means, as to any Person that is a corporation, the authorized shares of such Person's capital stock, including all classes of common, preferred, voting and nonvoting capital stock, and, as to any Person that is not a corporation or an individual, the ownership interests in such Person, including, without limitation, the right to share in profits and losses, the right to receive distributions of cash and property, and the right to receive allocations of items of income, gain, loss, deduction and credit and similar items from such Person, whether or not such interests include voting or similar rights entitling the holder thereof to exercise control over such Person.

"Charter" means the Corporation's Amended and Restated Articles of Incorporation, as amended from time to time.

"Common Stock" means the Corporation's Common Stock, \$.001 par value per share.

“Common Stock Deemed Outstanding” means, at any time of measurement thereof, the number of shares of Common Stock actually outstanding at such time, plus any shares of Common Stock issuable upon the exercise of Options available for grant under any Stock Option Plan approved by the Corporation’s Board of Directors.

“Corporation Redemption Notice” has the meaning specified in each of the provisions relating to Redemptions in these Articles.

“Determination Date” has the meaning specified in each of the provisions relating to Redemptions in these Articles.

“Effective Time” means the time this Amendment to the Charter is filed with the Office of the Secretary of State of Florida in accordance with the FBCA.

“Family Member” means, as applied to any individual, such individual’s spouse, child (including a stepchild or an adopted child), grandchildren, parent, brother or sister or any spouse of any of the foregoing, and each trust or partnership created for the exclusive benefit of any one or more of them.

“FBCA” means the Florida Business Corporation Act, as in effect from time to time.

“Fully Diluted Basis” means at any time the sum of the number of issued and outstanding shares of Common Stock at such time, including shares issuable in accordance with any warrants or options issued by the Corporation, whether or not vested.

“Liquidation Event” shall mean (i) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (ii) a Sale of the Corporation or (iii) a reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law.

“Majority Investor(s)” means, at any time, that stockholder (or stockholders) holding Company Securities which would constitute sixty percent (60%) of the Common Stock on a Fully Diluted Basis.

“Person” or “person” means an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization or other entity and any government, governmental department or agency or political subdivision thereof.

“Public Offering” means any offering by the Corporation of its Common Stock to the public pursuant to an effective registration statement under the Securities Act of 1933, as amended, or any comparable statement under any similar federal statute then in force, other than an offering of shares being issued as consideration in a business acquisition or combination or an offering in connection with an employee benefit plan.

“Sale of the Corporation” means any of the following: (a) a merger or consolidation of the Corporation into or with any other Person or Persons who are not Affiliates of the Corporation in a single transaction or a series of transactions, whether or not such transactions are related, in which the stockholders of the Corporation immediately prior to such merger, consolidation, transaction or first of such series of transaction possess less than a majority of the Corporation’s issued and outstanding voting Capital Securities immediately after such merger, consolidation, transaction or series of such transactions (*provided* that a Qualified Public Offering having such an effect shall not be a “Sale of the Corporation”); or (b) a single transaction or series of transactions, whether or not such transactions are related, pursuant to which a Person or Persons who are not Affiliates of the Corporation acquire all or substantially all of the Corporation’s assets determined on a consolidated basis.

“Stockholders Agreement” means the Stockholders Agreement among the Corporation and its

stockholders, dated as of December 21, 2015, as same may be modified from time to time.

"Subsidiary"/"Subsidiaries" means any corporation, partnership, limited liability company, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors thereof is at the time owned or controlled, directly or indirectly, by the Corporation or one or more of the other Subsidiaries of the Corporation or a combination thereof, or (ii) if a partnership, limited liability company, association or other business entity, a majority of the ownership interests therein is at the time owned or controlled, directly or indirectly, by the Corporation or one or more Subsidiaries of that person or a combination thereof. For purposes hereof, the Corporation shall be deemed to have a majority ownership interest in a partnership, limited liability company, association or other business entity if the Corporation shall be allocated a majority of partnership, limited liability company, association or other business entity gains or losses or shall be or control the managing general partner of such partnership, association or other business entity or the managing member of such limited liability company.

ARTICLE V. ADDRESS

The principal address of the Corporation is 2103 Coral Way, Suite 200, Miami, Florida 33145. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office. The street address of the registered office of the Corporation is 2103 Coral Way, Suite 200, Miami, Florida 33145 and the name of the registered agent of the Corporation at that address is William R. Burdette.

ARTICLE VI. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any

such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE X. AMENDMENTS

The Corporation reserves the right, subject to the written consent of the Majority Investors, to amend, alter or repeal any provisions contained in these Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Amended and Restated Articles of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation. Notwithstanding the above, the Corporation shall not amend, alter or repeal any provisions contained in these Amended and Restated Articles of Incorporation, which would impact the rights or obligations of the holders of Series A Preferred Stock, unless the Corporation first obtains the written consent of the then current holders of the majority of the outstanding Series A Preferred Stock.

ARTICLE XI. MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida: the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation; elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide; the books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation; and meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

ARTICLE XII. Corporate Officers & Directors

The officers of the Corporation are as follows:

William R. Burdette	President, Chief Executive Officer & Secretary
Alexandra Esher	Senior Advisor
Jay Stillman	Vice President, North East Region
Gaspar Ferreiro	Vice President – Chief Technology Officer
Samuel Segui	System Architect


The directors of the Corporation are as follows:

William R. Burdette	Chairman
Alexandra Esher	
Thomas P. Krasner	

I, William R. Burdette, Chief Executive Officer of the Corporation and Majority Investor, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do hereby certify that these Amended and Restated Articles of Incorporation were approved by the Majority Investor of the Corporation as permitted under the Bylaws and Shareholders Agreement of the Corporation and that this is my act and deed on behalf of the Corporation, and the facts herein stated are true as of August 17, 2017.

CDC DEPOSITS CORP.

By: _____


William R. Burdette, CEO

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CDC DEPOSITS CORP.**

ARTICLE I. NAME

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FILED

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1. Respect and care for our employees and their roles in the Corporation and in life in general, both as employees and as fathers or mothers, sons or daughters, friends or partners of others in life and as member of the communities in which they live and work, creating an environment in which the employees enjoy coming to work and feel inspired and enabled in their own personal growth.
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Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

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2. Board of Directors. The Corporation's board of directors (the "Board of Directors") shall consist of up to six (6) individuals, all of whom will be appointed by Majority Investor(s). All corporate powers shall be exercised under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least 18 years of age but need not be residents of Florida or shareholders of the Corporation.

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The following terms are used herein with the meanings indicated:

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"Affiliate" means, as applied to the Corporation, any Person directly or indirectly controlling, controlled by or under direct or indirect common control with Corporation and shall also include (a) any Person who is a director or beneficial owner of at least five percent (5%) of the then outstanding equity securities of the Corporation and Family Members of any such Person and (b) any Person of which the Corporation or an Affiliate (as defined in clause (a) above) of the Corporation shall, directly or indirectly, either beneficially own at least ten percent (10%) of the then outstanding equity securities or constitute at least a 10% equity participant.

"Appraiser" has the meaning specified in various Sections of this Article III.

"Board of Directors" has the meaning specified in Article III.

"Business Day" means a day other than a Saturday, Sunday or legal holiday in the State of Florida.

"Capital Securities" means, as to any Person that is a corporation, the authorized shares of such Person's capital stock, including all classes of common, preferred, voting and nonvoting capital stock, and, as to any Person that is not a corporation or an individual, the ownership interests in such Person, including, without limitation, the right to share in profits and losses, the right to receive distributions of cash and property, and the right to receive allocations of items of income, gain, loss, deduction and credit and similar items from such Person, whether or not such interests include voting or similar rights entitling the holder thereof to exercise control over such Person.

"Charter" means the Corporation's Amended and Restated Articles of Incorporation, as amended from time to time.

"Common Stock" means the Corporation's Common Stock, \$.001 par value per share.

“Common Stock Deemed Outstanding” means, at any time of measurement thereof, the number of shares of Common Stock actually outstanding at such time, plus any shares of Common Stock issuable upon the exercise of Options available for grant under any Stock Option Plan approved by the Corporation’s Board of Directors.

“Corporation Redemption Notice” has the meaning specified in each of the provisions relating to Redemptions in these Articles.

“Determination Date” has the meaning specified in each of the provisions relating to Redemptions in these Articles.

“Effective Time” means the time this Amendment to the Charter is filed with the Office of the Secretary of State of Florida in accordance with the FBCA.

“Family Member” means, as applied to any individual, such individual’s spouse, child (including a stepchild or an adopted child), grandchildren, parent, brother or sister or any spouse of any of the foregoing, and each trust or partnership created for the exclusive benefit of any one or more of them.

“FBCA” means the Florida Business Corporation Act, as in effect from time to time.

“Fully Diluted Basis” means at any time the sum of the number of issued and outstanding shares of Common Stock at such time, including shares issuable in accordance with any warrants or options issued by the Corporation, whether or not vested.

“Liquidation Event” shall mean (i) any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, (ii) a Sale of the Corporation or (iii) a reorganization of the Corporation required by any court or administrative body in order to comply with any provision of law.

“Majority Investor(s)” means, at any time, that stockholder (or stockholders) holding Company Securities which would constitute sixty percent (60%) of the Common Stock on a Fully Diluted Basis.

“Person” or “person” means an individual, partnership, corporation, limited liability company, association, trust, joint venture, unincorporated organization or other entity and any government, governmental department or agency or political subdivision thereof.

“Public Offering” means any offering by the Corporation of its Common Stock to the public pursuant to an effective registration statement under the Securities Act of 1933, as amended, or any comparable statement under any similar federal statute then in force, other than an offering of shares being issued as consideration in a business acquisition or combination or an offering in connection with an employee benefit plan.

“Sale of the Corporation” means any of the following: (a) a merger or consolidation of the Corporation into or with any other Person or Persons who are not Affiliates of the Corporation in a single transaction or a series of transactions, whether or not such transactions are related, in which the stockholders of the Corporation immediately prior to such merger, consolidation, transaction or first of such series of transaction possess less than a majority of the Corporation’s issued and outstanding voting Capital Securities immediately after such merger, consolidation, transaction or series of such transactions (*provided* that a Qualified Public Offering having such an effect shall not be a “Sale of the Corporation”); or (b) a single transaction or series of transactions, whether or not such transactions are related, pursuant to which a Person or Persons who are not Affiliates of the Corporation acquire all or substantially all of the Corporation’s assets determined on a consolidated basis.

“Stockholders Agreement” means the Stockholders Agreement among the Corporation and its

stockholders, dated as of December 21, 2015, as same may be modified from time to time.

"Subsidiary"/"Subsidiaries" means any corporation, partnership, limited liability company, association or other business entity of which (i) if a corporation, a majority of the total voting power of shares of stock entitled (without regard to the occurrence of any contingency) to vote in the election of directors thereof is at the time owned or controlled, directly or indirectly, by the Corporation or one or more of the other Subsidiaries of the Corporation or a combination thereof, or (ii) if a partnership, limited liability company, association or other business entity, a majority of the ownership interests therein is at the time owned or controlled, directly or indirectly, by the Corporation or one or more Subsidiaries of that person or a combination thereof. For purposes hereof, the Corporation shall be deemed to have a majority ownership interest in a partnership, limited liability company, association or other business entity if the Corporation shall be allocated a majority of partnership, limited liability company, association or other business entity gains or losses or shall be or control the managing general partner of such partnership, association or other business entity or the managing member of such limited liability company.

ARTICLE V. ADDRESS

The principal address of the Corporation is 2103 Coral Way, Suite 200, Miami, Florida 33145. The Board of Directors may, from time to time, change the street and post office address of the Corporation as well as the location of its principal office. The street address of the registered office of the Corporation is 2103 Coral Way, Suite 200, Miami, Florida 33145 and the name of the registered agent of the Corporation at that address is William R. Burdette.

ARTICLE VI. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any