

N1400000 9409

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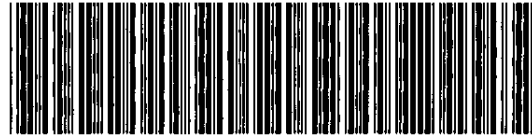
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Limbitless Solutions, Inc.

DOCUMENT NUMBER: N14000009409

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

Please return all correspondence concerning this matter to the following:

W. Scott Cole

(Name of Contact Person)

University of Central Florida, Office of General Counsel

(Firm/ Company)

4365 Andromeda Loop, Suite 360

(Address)

Orlando, FL 32816

(City/ State and Zip Code)

tanya.perry@ucf.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tanya Perry

407

823-2482

at

(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIMBITLESS SOLUTIONS, INC.**

The undersigned, acting as incorporator of Limbitless Solutions, under the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is: Limbitless Solutions, Inc.

ARTICLE II. PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Corporation shall be 4365 Andromeda Loop N, Suite 360, Orlando, FL 32816.

ARTICLE III. PURPOSES AND POWERS

A. The Corporation is organized as a Corporation not-for-profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, and Section 1004.28, Florida Statutes. The purposes and powers of the corporation include, but are not limited to the following:

1. Limbitless Solutions Inc. was established as a direct support organization of the university to research, design, create, and deliver mechanical and electronic advancements in disability technology; infuse engineering with artistic design, promote access and engagement in STEM/STEAM education; and to enter into arrangements with third parties to facilitate research and innovations in related areas.
2. The Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.
3. The Corporation may transact any and all lawful business, subject to the limitations contained herein.

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to

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share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in apposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The members of the Corporation shall consist of the members of the Corporation's board of directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the Corporation is 4365 Andromeda Loop N, Suite 360, Orlando, FL 32816 and the name of the Corporation's initial registered agent at the address is W. Scott Cole.

ARTICLE VI. BOARD OF DIRECTORS

A. **Management of Corporate Affairs.** The Corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR

The names and address of the incorporator is:

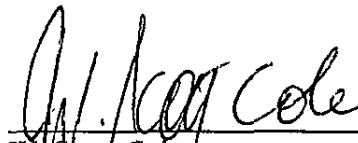
<u>Name</u>	<u>Address</u>
W. Scott Cole	4365 Andromeda Loop Suite 360 Orlando, FL 32816

ARTICLE VIII. DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after the payments of the corporation's lawful debts shall be distributed to

the University of Central Florida Foundation, Inc., a Florida Corporation not-for-profit, if then qualified under the provisions of Section 501(c)(3) of the code and pertinent Treasury regulations as they now exist or as they may be amended, or if not, as directed by the President of the University of Central Florida.

I HEREBY CERTIFY that the foregoing First Amended and Restated Articles of Incorporation were approved by majority vote of the Board of Directors on March 28th, 2017.



W. Scott Cole

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617, Florida Statutes, Limbitless Solutions, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is Limbitless Solutions, Inc.
2. The name and address of the registered agent and office are W. Scott Cole, 4365 Andromeda Loop N, Suite 360, Orlando, FL 32816.

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, W. Scott Cole hereby accepts the appointment as registered agent and agrees to act in this capacity. W. Scott Cole, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with accepts the obligations of his position as registered agent.



W. Scott Cole

Date: 3/28/17