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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Wealth Watchers Inc.
DOCUMENT NUMBER: NO1000008621

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

Please return all correspondence concerning this matter to the following:

Carrie W. Davis
Name of Contact Person

Wealth Watchers Inc.
Firm/ Company

5310 Lenox Ave.
Address

Jacksonville, FL 32205
City/ State and Zip Code

Carrie Davis @ Wealth Watchers FL.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carrie Davis at (904) 265-4736 ext. 4057
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 type="checkbox"/> \$35 Filing Fee | <input checked="" 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
OF**

**Wealth Watchers, Inc.
A Florida "Not for Profit" Corporation**

FILED
200 FEB -5 P 3 42
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is Wealth Watchers, Inc.

PRINCIPLE OFFICE: The principle office of the corporation is located at 5310 Lenox Ave., Unit 4, Jacksonville, FL 32205.

MAILING ADDRESS: The mailing address of the corporation is 5310 Lenox Ave., Unit 4, Jacksonville, FL 32205.

REGISTERED AGENTS: The name of the registered agent of the corporation is Carrie Davis. The address of this registered agent is 5210 Lenox Ave., Unit 4, Jacksonville, FL 32205

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTIONS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCCORPORATOR: The name and address of the incorporator is: Edward Gaston, 1040 Emilys Walk Lane, Jacksonville, FL 32221

CORPORATE PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, provide access to financial services and products, eliminate blight, provide affordable housing, and provide needed services.
2. To lessen the burden of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration
3. To engage in educational activities
4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for

charitable, educational or scientific purposes, no part of the net earnings of which inures to benefit of any private shareholder or individuals, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, department or agencies.
6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501c (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501c (3) LIMITATIONS

1. **CORPORATE PURPOSE:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501c (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is not organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generation pecuniary gain and profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, Assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes not part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section c (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets shall be disposed of in such a manner as may be directed by decree of

the Circuit Court of the district in which the Corporation's principle office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943© of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such actions, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

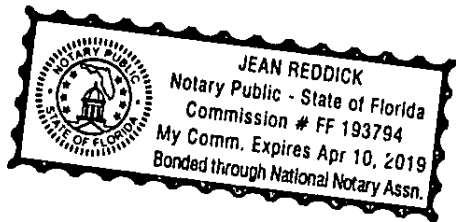
EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this
29 day of January, 2018.

Carrie L. Davis
Carrie L. Davis

STATE OF FLORIDA
COUNTY OF Duval County

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgements, personally
Appeared Carrie L. Davis who is either personally known to me or who produced a
valid Florida Driver's license, executed the foregoing instrument as incorporator (or the
agent of the incorporator) and acknowledged me before me that he or she executed the
same.



Jean Reddick
Jean Reddick