

N04000003964

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Nanoscience Biotechnology, Inc
(Name of Corporation)

DOCUMENT NUMBER: N04000003964

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Walter Thompson
(Name of Person)

Nanoscience Biotechnology, Inc
(Name of Firm/Company)

7585 Seabreeze Drive
(Address)

Lake Worth, FL 33467
(City/State and Zip Code)

For further information concerning this matter, please call:

Walter Thompson at (561) 261-3113
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State, and ^{\$}8.75 for
a certified copy.

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLE OF AMENDMENT
to
ARTICLES OF INCORPORATION
NANOSCIENCE BIOTECHNOLOGY, INC.

Document Number N04000003964

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendments to its articles of incorporation

ARTICLES of Incorporation of NanoScience Biotechnology, Inc., the undersigned, a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida and in Compliance with Chapter 617, F. S., (Not for Profit), do hereby certify:

ARTICLE I: The name of the corporation shall be NanoScience Biotechnology, Inc. (hereinafter called the "Corporation")

FIRST DELETED - ARTICLE II: The address of the principal office and the mailing address of the Corporation shall be: 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169, which is in Palm Beach County.

FIRST BEING AMENDED - ARTICLE II: The address of the principal office and the mailing address of the Corporation shall be: 7585 Seabreeze Drive, Lake Worth, Florida 33467, which is in Palm Beach County.

ARTICLE III: The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV: The said corporation is organized exclusively for educational, charitable, or 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

That may include the followings:

To solicit, collect and otherwise raise money for charitable, philanthropic, eleemosynary, educational and benevolent purposes; to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations or institutions organized for the same or similar purposes; to assist in harmonizing and making more efficient the work of charitable, philanthropic and educational benevolent organizations in any part of the United States, by cooperating with and assisting such organizations, and by receiving by gift, will, or otherwise, money or other property and by distributing it as may be deemed best for the promotion of charity, education and philanthropy in said territory; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

To carry out the aforesaid purposes without pecuniary gain or profit to the corporation, its members, directors or officers.

SECOND DELETED – ARTICLE V: The name and address of the person who is the initial trustee of the Corporation is as follows:

Janice LaForte, 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169, President & Secretary

SECOND BEING AMENDED – ARTICLE V: The name and address of the person who is the trustee of the Corporation is as follows:

Winston Thompson, 7585 Seabreeze Drive, Lake Worth, Florida 33467, President & Secretary

ARTICLE VI: The manner in which the directors are elected or appointed: The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the organizational meeting of the Corporation, then pursuant to such criteria and procedures as shall be stated in the bylaws.

THIRD DELETED – ARTICLE VII: The initial registered agent and street address is: Janice LaForte, 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169

THIRD BEING AMENDED – ARTICLE VII: The registered agent and street address is: Winston Thompson, 7585 Seabreeze Drive, Lake Worth, Florida 33467

FOURTH DELETED – ARTICLE VIII: The name and address of the Incorporator is Janice LaForte, 169 Atlantis Boulevard, #303, Atlantis, Florida. 33462-1169

~~**FOURTH BEING AMENDED – ARTICLE VIII:** The name and address of the Incorporator is Winston Thompson, 7585 Seabreeze Drive, Lake Worth, Florida 33467~~

ARTICLE IX: The Corporation shall not have any capital stock, and the terms of membership shall be such as are stated in the bylaws of the Corporation. This corporation shall be a non-profit corporation.

ARTICLE X: Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than one. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

ARTICLE XI: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Article Third thereof. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for charitable, scientific purposes as shall at the time qualify

as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for public purpose.

ARTICLE XIII: The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws

ARTICLE XIV: Any other provisions of this instrument notwithstanding, the trustees shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. Any other provisions of this instrument notwithstanding, the trustees shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XV: No member of the board of directors of the Corporation who is a volunteer director, shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

a) The Corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRS 501(c)(3) or the corresponding section of any future federal tax code

b) If the Act is amended after the filing of these articles of incorporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of members of the board of directors, in addition to that described herein, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the corporation as an organization described in IRS 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of Article IX shall apply to or have any effect on the liability or alleged liability of any member of the board of directors of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XVI: The Corporation assumes the liability for all acts or omissions of a nondirector volunteer if all of the following conditions are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.

2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.

ARTICLE XVII: The Board of Directors of the Corporation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes. Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.

I, THE UNDERSIGNED, 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.

Signature/Registered Agent

Date

Signature/Incorporator

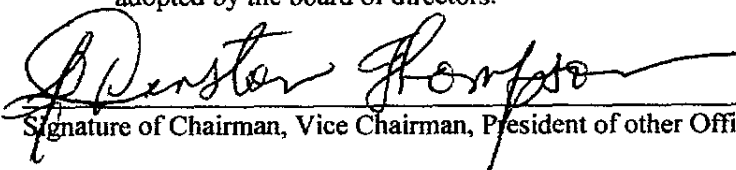
Date

FIFTH: The date of adoption of the amendments were May 24, 2004.

SIXTH: Adoption of Amendment (Check one)

☐ The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval

☒ There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.



Signature of Chairman, Vice Chairman, President of other Officer

Winston Thompson

Typed or printed name

President & Secretary

Title

May 24, 2004

Date