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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUG 08 2017

T. LEMIEUX

Am...

GRAY ROBINSON
ATTORNEYS AT LAW

CARRIE L. RAMOS, FRP
FLORIDA REGISTERED PARALEGAL

July 31, 2017

Florida Department of State
Division of Corporations – Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Astronaut Scholarship Foundation, Inc. – re-submission of filing

Ladies and Gentlemen::

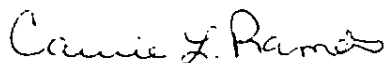
In response to your letter number 717A00014642, dated July 19, 2017, a copy of which is enclosed, we are submitting with this letter a signed original of the Second Amended and Restated Articles of Incorporation of Astronaut Scholarship Foundation, Inc. (the "Corporation").

We understand that you retained the check from the Corporation in the amount of \$35.00 representing the filing fee. Kindly process this filing and send acknowledgement of the filing to

Tammy Sudler
651 Danville Drive., Suite 101
Orlando, FL 32825

Thank you for your attention to this matter, of course if you have any questions, please feel free to contact me at (407) 843-8880.

Very truly yours,



Carrie L. Ramos,
Florida Registered Paralegal

Enclosures
Cc: Tammy Sudler (w/enc).

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301 EAST PINE STREET
SUITE 1400
POST OFFICE BOX 3068 (32802-3068)
ORLANDO, FLORIDA 32801
TEL 407-843-8880
FAX 407-244-5690

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FORT LAUDERDALE
FORT MYERS
GAINESVILLE
JACKSONVILLE
KEY WEST
LAKELAND
MELBOURNE
MIAMI
NAPLES
ORLANDO
TALLAHASSEE
TAMPA

407-418-6537
CARRIE.RAMOS@GRAY-ROBINSON.COM



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 19, 2017

TAMMY SUDLER
651 DANVILLE DR STE 101
ORLANDO, FL 32825

SUBJECT: ASTRONAUT SCHOLARSHIP FOUNDATION, INC.
Ref. Number: N04251

We have received your document for ASTRONAUT SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please have Micheal E Neukamm sign the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 717A00014642

RECEIVED
17 AUG -2 PM 2:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASTRONAUT SCHOLARSHIP FOUNDATION, INC.**

FILED

2017 AUG -2 P 12:37

Astronaut Scholarship Foundation, Inc. (the "Corporation"), a Florida not-for-profit corporation, was formed on or about July 19, 1984. On May 20, 2017, this Corporation's Board of Directors adopted the amendments to this Corporation's Articles of Incorporation as set forth in these Second Amended and Restated Articles of Incorporation. There are no members, or members entitled to vote, of the Corporation. Therefore, the Corporation hereby amends and restates the Articles of Incorporation of the Corporation as follows:

ARTICLE I - NAME

The name of the Corporation is: ASTRONAUT SCHOLARSHIP FOUNDATION, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

In particular, to aid the United States in retaining its world leadership in technology and innovation by supporting the very best and brightest scholars in science, technology, engineering, and mathematics while commemorating the legacy of America's pioneering astronauts.

Such aid and support shall include, without limitation:

(i) the annual granting of scholarships to undergraduate college students who: (a) are U.S. citizens, (b) have completed at least two years of undergraduate coursework, and (c) exhibit motivation, imagination, and exceptional performance in the fields of science, technology, engineering, and/or mathematics; and

(ii) facilitating programs to educate the general public and various charitable and/or not for profit organizations concerning the fields of science, technology, engineering, and/or mathematics in general and space exploration in particular.

In general, and in furtherance thereof, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities. This Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion (creed), gender, gender expression, ethnicity, national origin (ancestry), disability, marital status, sexual orientation, military status, or age. In addition, while this Corporation may engage in advocating public issues, this Corporation may not attempt to influence legislation as a substantial part of its activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any officer, director, creator or organizer of the Corporation or substantial contributor to it, as such, except as a reasonable

allowance for services actually rendered to or for the Corporation, or as a reimbursement for reasonable expenses incurred in support of the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

The Corporation shall have no members. The business and affairs of the Corporation shall be governed solely by the Corporation's Board of Directors.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers of the Corporation shall be exercised by or under the authority of the Corporation's Board of Directors. Additionally, the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors shall be elected as provided in the Bylaws. Each Director shall serve the Corporation until his or her successor is duly appointed and seated in accordance with the Corporation's Bylaws. The number of

Directors may be either increased or decreased at any time or from time to time in accordance with the Bylaws, but shall never be less than three (3).

The number of persons constituting the Corporation's Board of Directors as of the date hereof is twenty-two (22), and the names of the persons who are serving as the Corporation's Directors effective as of May 20, 2017, and as of the date of the filing of these Articles of Incorporation are as follows:

Curtis Brown, Chairman	Lisa Schott, Vice Chairman
James Lovell, Chairman Emeritus	Michael Neukamm
Tammy Sudler	Vincent Cimino
Scott Altman	John Blaha
Larry Bradley	Daniel Brandenstein
Kevin Chilton	Richard Covey
Charles Duke	Chris Ferguson
Richard Gordon	Fred Gregory
Joseph Han	Jeffrey Hoffman
Charles Precourt	Brewster Shaw
Kathryn Thornton	Al Worden

The mailing address for each of the Corporation's Directors is c/o Astronaut Scholarship Foundation, Inc., 651 Danville Drive, Suite 101, Orlando, Florida 32825.

The Corporation's Board of Directors may designate one or more committees to report to and otherwise advise and assist the Board of Directors with the management of the business of the Corporation, including without limitation, an Executive Committee and a Scholarship Committee. Each such committee shall be chaired by a member of the Board of Directors and shall have such powers and duties as shall be determined by the Board of Directors from time to time.

ARTICLE VII - OFFICERS

The Corporation's Board of Directors shall, in accordance with the Bylaws, appoint officers who will manage the day-to-day affairs of the Corporation. The names and titles of those persons who are currently serving as the officers of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Curt Brown	Chairman of the Board
Lisa Schott	Vice Chairman of the Board
Tammy Sudler	President & CEO
Michael Neukamm	Secretary
Vincent Cimino	Treasurer

ARTICLE VIII - BYLAWS

The Corporation's Bylaws shall be approved by resolution adopted by a majority of the full Board of Directors, and thereafter may be altered, amended, repealed or rescinded by resolution adopted by a majority of the full Board of Directors

ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

Any provision contained in these Articles of Incorporation may be amended, altered or rescinded at any time or from time to time by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law.

ARTICLE IX - DISSOLUTION

The Corporation may be liquidated or dissolved by: (i) resolution adopted by a majority of the full Board of Directors, or (ii) any other manner provided by applicable law. Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Code. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE IX - REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's registered office are as follows:

Michael E. Neukamm
c/o GrayRobinson, P.A.
301 East Pine Street, Suite 1400
Orlando, Florida 32801

ARTICLE X - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of the Corporation shall be:

651 Danville Drive
Suite 101
Orlando, Florida 32825

IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation shall be effective as of the date filed with the Secretary of State of the State of Florida.

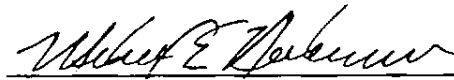
ASTRONAUT SCHOLARSHIP FOUNDATION,
INC., a Florida not-for-profit corporation

By: Michael E. Neukamm
Michael E. Neukamm, its Secretary

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Second Amended and Restated Articles of Incorporation of ASTRONAUT SCHOLARSHIP FOUNDATION, INC., I hereby accept and agree to act in this capacity.

Dated: July 31, 2017.

A handwritten signature in black ink, appearing to read "Michael E. Neukamm", is written over a horizontal line.

Michael E. Neukamm