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*Amended and  
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11 SEP 28 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Students Building Spacecraft



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

Name of Corporation: Earthrise Space, Inc.  
Document Number: N08000007149

The enclosed *AMENDED AND RESTATED ARTICLES OF INCORPORATION* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joseph E. Palaia, IV  
Earthrise Space, Inc.  
3251 Progress Dr., Suite D Room 232, Orlando, FL 32826  
[jpalaia@earthrise-space.org](mailto:jpalaia@earthrise-space.org)

For further information concerning this matter, please call:

Joseph E. Palaia, IV at 508-561-2232

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$52.50 Filing Fee, Certificate of Status, Certified Copy (Additional Copy is enclosed)

Sincerely,

Joseph E. Palaia, IV  
Secretary of the Corporation  
Earthrise Space, Inc.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
EARTHRISE SPACE INCORPORATED**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

of

**EARTHRISE SPACE INCORPORATED**

Pursuant to Sections 617.1007 and 617.1001 of the Florida Not For Profit Corporation Act, the undersigned Corporation, under Articles of Incorporation filed on July 30, 2008, pursuant to a resolution duly adopted by its Board of Directors, hereby amends its Articles of Incorporation and further restates the same as follows:

**ARTICLE I:  
CORPORATE NAME**

The name and address of the Corporation shall be:

**EARTHRISE SPACE INCORPORATED**

**ARTICLE II:  
CORPORATE ADDRESS**

The principal place of business and mailing address of the Corporation shall be:

**3251 PROGRESS DRIVE  
SUITE D ROOM 232  
ORLANDO, FL 32826**

**ARTICLE III:  
CORPORATE PURPOSE**

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding provision of any future United States Internal Revenue law (hereinafter referred to as "the Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but not be limited to, providing opportunities for students and professionals to gain hands on experience designing, building, testing and flying real spacecraft and spacecraft systems.

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TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
EARTHRISE SPACE INCORPORATED

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**ARTICLE IV:  
RESTRICTIONS ON CORPORATE POWERS**

The Corporation shall possess all powers granted to corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed on such corporations. In addition thereto, the following restrictions shall pertain:

- A.** 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 III hereof.
- B.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C.** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (2) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

**ARTICLE V:  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, the number of which may be increased or decreased in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner and method of election or appointment of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

**ARTICLE VI:  
DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
EARTHRISE SPACE INCORPORATED

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**ARTICLE VII:  
REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent of the Corporation shall be:

**RUBEN DAVID NUNEZ**

The Registered Office of the Corporation shall be:

**3251 PROGRESS DRIVE  
SUITE D ROOM 232  
ORLANDO, FL 32826**

**ARTICLE VIII:  
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned, **RUBEN DAVID NUNEZ**, who has been designated in the foregoing Amended and Restated Articles of Incorporation as Registered Agent for Corporation, hereby agrees that he accepts such appointment as Registered Agent and will accept service of process for and on behalf of the Corporation, and he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a Registered Agent of a Florida not-for-profit corporation.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

IN WITNESS WHEREOF, **EARTHRISE SPACE, INC.** has caused this Amended and Restated Articles of Incorporation to be executed by the undersigned director, this 24<sup>th</sup> day of September, 2011.

**EARTHRISE SPACE, INC.**

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_