

NO800007149

(Requestor's Name)

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(Address)

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(Business Entity Name)

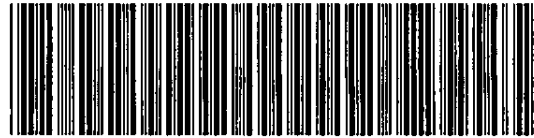
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DIVISION OF CORPORATIONS  
13 JUN 17 PM 2:33

Amended  
Restated  
Articles/MC  
Sg 6-19-13

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Earthrise Space Incorporated

**DOCUMENT NUMBER:** N08000007149

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

Please return all correspondence concerning this matter to the following:

**Joseph E. Palaia IV**

(Name of Contact Person)

**Earthrise Space Incorporated**

(Firm/ Company)

**3251 Progress Dr, Suite D, Room 232**

(Address)

**Orlando, FL 32826**

(City/ State and Zip Code)

**jpalaia@earthrise-space.org**

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

For further information concerning this matter, please call:

**Joseph E. Palaia IV**

(Name of Contact Person)

at ( **321** ) **735-0200**

(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 type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Articles of Amendment  
to  
Articles of Incorporation  
of

Earthrise Space Incorporated

(Name of Corporation as currently filed with the Florida Dept. of State)

N08000007149

(Document Number of Corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUN 17 PM 2:38

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Earthrise Space Foundation Incorporated

*The new*

*name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

Joseph E. Palaia IV

3251 Progress Dr, Suite D, Room 232

(Florida street address)

New Registered Office Address:

Orlando

(City)

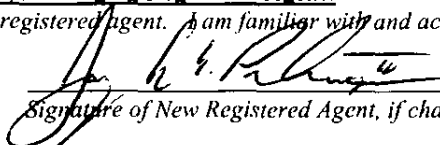
, Florida

32826

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
Signature of New Registered Agent, if changing

Page 2 of 4

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

Please see attachement with Amended and Restated  
Articles of Incorporation Earthrise Space Foundation  
Incorporated.

The date of each amendment(s) adoption: 6/13/2013

Effective date if applicable: 6/14/2013

*(no more than 90 days after amendment file date)*

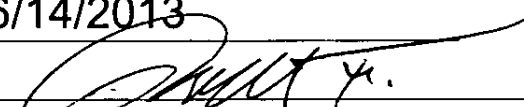
**Adoption of Amendment(s)**

**(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/14/2013

Signature

  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

**Ruben D. Nunez**

*(Typed or printed name of person signing)*

**President & CEO**

*(Title of person signing)*

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
EARTHRISE SPACE FOUNDATION, INC.

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

of

EARTHRISE SPACE

*INCORPORATED*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 JUN 17 PM 2:33

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 FOUNDATON, INC.

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.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
EARTHRISE SPACE FOUNDATION, INC.**

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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 FOUNDATION, INC.

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

The Registered Agent of the Corporation shall be:

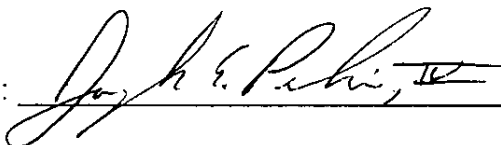
**JOSEPH E. PALAIA, IV**

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, **JOSEPH E. PALAIA, IV**, 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.

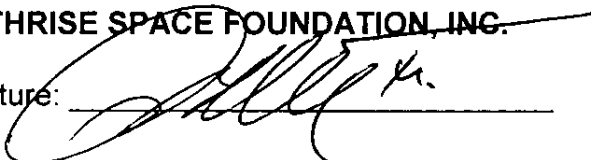
Signed: 

Date: 6/14/2013

IN WITNESS WHEREOF, **EARTHRISE SPACE FOUNDATION, INC.** has caused this Amended and Restated Articles of Incorporation to be executed by the undersigned director, this

14<sup>th</sup> day of June, 2013.

**EARTHRISE SPACE FOUNDATION, INC.**

Signature: 

Print Name: Ruben D. Nunez

Title: Director