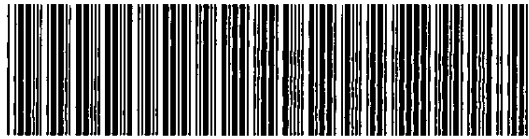


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THE DEVICES HIVE, Inc.
1025 2nd STREET SOUTH
SAINT PETERSBURG, FL 33712



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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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Special Instructions to Filing Officer:

Elihu Brayboy Auth.
Correcting Incorporator
to be the original list
@

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Restated
Articles
@ 6/14/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 14, 2011

THE DEUCES LIVE, INC.
1025 22ND STREET SOUTH
SAINT PETERSBURG, FL 33712

SUBJECT: THE DEUCES LIVE, INC.
Ref. Number: N10000011381

We have received your document for THE DEUCES LIVE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 411A00009062

**RE-STATED ARTICLES OF INCORPORATION
OF
THE DEUCES LIVE, INC.**

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval and the undersigned authorized representative of the captioned Non-Profit Corporation, under the provisions of the Florida Non-Profit Corporation Act, does hereby adopt the following Restated Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME AND LOCATION**

The name of the corporation is: The Deuces Live, Inc., located at 1025 22nd Street South, St. Petersburg, Florida 33712.

**ARTICLE TWO
NON-PROFIT CORPORATION**

The corporation is a nonprofit corporation, organized under the Florida Non-Profit Corporation Act (the "Act").

**ARTICLE THREE
DURATION**

The corporation shall remain in existence from the date the Articles of Incorporation are filed with the Florida Department of State until terminated in accordance with the provisions of the Florida Non-Profit Corporation Act or the Company's operating agreement.

**ARTICLE FOUR
PURPOSES**

The purpose for which the corporation is organized are exclusively charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code.

**ARTICLE FIVE
MEMBERS/CAPITAL STOCK**

The corporation shall have no members. No shares of capital stock shall be issued period including to any members of the corporation, and the conditions of membership shall be stated in the Bylaw.

**ARTICLE SIX
POWER/LIMITATIONS**

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(1) **Improper Benefit.** No part of the net earnings of the corporation will inure to the benefit of any director, trustee, or officer of the corporation or of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation for one or more of its purposes), and no director, trustee, or officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(2) **Lobbying.** No substantial part of the activities of the corporation will consist of lobbying, carrying on of propaganda, or of other attempts to influence legislation.

(3) **Political Campaigns.** The corporation will not participate or intervene in any way (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office (including city, county, state, and federal government offices).

(4) **Private Foundation.** If the corporation is a private foundation rather than a public charity within the meaning of Sections 501 and 509 of the Code, the corporation will comply with all Code provisions regarding private foundations, including but not limited to the following.

(a) The corporation will not engage in self-dealing within the meaning of Section 4941 of the Code.

(b) The corporation will make sufficient qualifying distributions during each taxable year to avoid the tax imposed by Section 4942 on a private foundation's undistributed net income.

(c) The corporation will now maintain excess business holding within the meaning of Section 4943 of the Code.

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

(e) The corporation will not make taxable expenditures within the meaning of Section 4945 of the Code.

ARTICLE SEVEN

ACTION WITHOUT MEETING

Any action required by the Act to be taken at a meeting of the Directors of the corporation, or any action which may be taken at a meeting of the Directors or of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. The form of such written consent and the notice will be as required by the Act.

ARTICLE EIGHT

LIMITATION OF LIABILITY

A Director of the corporation will not be liable to the corporation for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not authorize the elimination or limitation of the liability of a Director to the extent the Director is found liable for:

- (1) A breach of the Director's duty of loyalty to the corporation;

(2) An act or omission not in good faith that constitutes a breach of duty of the Director to the corporation;

(3) An act or omission that involves intentional misconduct or a knowing violation of the law;

(4) A transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or

(5) An act or omission for which the liability of a Director is expressly provided for by an applicable statute.

In addition to the limitation of liability set forth above, the liability of a Director to the corporation will be further eliminated or limited to the full extent permitted by any Florida or other applicable statute, as now existing or as may be amended.

ARTICLE NINE INDEMNIFICATION

The corporation will indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, including any appeal, whether civil, criminal, administrative, arbitrative, or investigate, because the person is or was a Director, trustee, or officer of the corporation to the fullest extent permitted under the Act or other applicable statute, as now existing or as may be amended. The corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article 9 to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

ARTICLE TEN BOARD OF DIRECTORS

The number of Directors constituting the initial board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Elihu E. Brayboy, Pres.</u>	<u>144 23rd Avenue South</u>	<u>St. Petersburg, Florida 33705</u>
<i>[name/title]</i>	<i>[address]</i>	<i>[city, state, zip]</i>

<u>Gloria D. Campbell, Secr..</u>	<u>1025 22nd Street South</u>	<u>St. Petersburg, Florida 33712</u>
<i>[name/title]</i>	<i>[address]</i>	<i>[city, state, zip]</i>

<u>Patrick J. Banks, Treas.</u>	<u>1025 22nd Street South</u>	<u>St. Petersburg, Florida 33712</u>
<i>[name/title]</i>	<i>[address]</i>	<i>[city, state, zip]</i>

ARTICLE ELEVEN DISSOLUTION AND TERMS OF EXISTENCE

Upon the dissolution of the 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 ore local government, for a public purpose.

**ARTICLE TWELVE
MANNER OF ELECTIONS**

The qualifications of Directors and shall be regulated in the by-laws. Directors shall be elected by a majority vote of the board of Directors in which at least 2/3 of the current Directors are in attendance constituting a quorum for the meeting. Directors shall be elected to a single two year term unless otherwise stated in the by-laws.

**ARTICLE THIRTEEN
INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation is 1025 22nd Street South, St. Petersburg, Florida 33712 and the name of its initial registered agent at such address is: Elihu E. Brayboy.

**ARTICLE FOURTEEN
INCORPORATOR**

The name and street address of the incorporator are:

Elihu E. Brayboy
[name/title]

1025 22nd Street South
[address]

St. Petersburg, Florida 33712
[city, state, zip]

IN WITNESS HEREOF, having been named the 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 of registered agent and agree to act in this capacity.

Elihu E. Brayboy
[signature of registered agent]

March 23, 2011
[date]

Elihu E. Brayboy, Pres.
[name of registered agent]

Patrick Jay Banks
[signature of incorporator]

March 23, 2011
[date]

Patrick Jay Banks, Secr.
[name of incorporator, title]