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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THE ELASTIC MIND PROJECT, INC.**

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Pursuant to the provisions of Sections 617.1002 and 617.1006 of the Florida Statutes, the undersigned, on behalf of The Elastic Mind Project, Inc. (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is:
THE ELASTIC MIND PROJECT, INC.
- 2. The Articles of Incorporation are hereby amended as follows:
 - a. Article III is hereby deleted and replaced with the following:

"The purposes for which the Corporation is organized are:

To raise funds for, construct and operate a civil center to benefit underprivileged children in Codito, Colombia.

To receive and maintain personal or real property, or both: and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The activities of the Corporation shall be consistent with Section 501(c)(3).

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(b) To receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.

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(c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, educational, and scientific, programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(e) To contract and be contracted with, and to sue and be sued.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits, of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

b. Article VII is hereby deleted and replaced with the following:

The initial officers and/or directors of the corporation are:

Mike Butler President/CEO
6499 Powerline Road, #208
Fort Lauderdale, FL 33309

Fania Castro Vice President
6499 Powerline Road, #208
Fort Lauderdale, FL 33309

Yamilet Ramirez Vice President
6499 Powerline Road, #208
Fort Lauderdale, FL 33309

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Diego Esteban Piza COO
6499 Powerline Road, #208
Fort Lauderdale, FL 33309

Claudia Mosley CFO
6499 Powerline Road, #208
Fort Lauderdale, FL 33309

c. The following new Articles IX and X are hereby added:

"ARTICLE IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members (if any), directors, or officers of the Corporation, or to any other private person; Nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944;
and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

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ARTICLE X

In the event of the dissolution of the Corporation, the Board of Directors 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 by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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."

There are no members of the Corporation entitled to vote. The foregoing Amendment was adopted by the Board of Directors on June 1st, 2012, in the manner prescribed by Section 617.1002 of the Florida Statutes, and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, I, Mike Butler, being the Chief Operating Officer of the Corporation, have set my hand and seal this 4th day of June, 2012.

Mike Butler

