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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 24 PM 2:00

Amend

C.COULLIETTE

JUN 27 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Groundswell Medical, Inc.

DOCUMENT NUMBER: N11000004720

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

Please return all correspondence concerning this matter to the following:

Ryan Orloff

Name of Contact Person

Firm/ Company

152 Caribe Court

Address

Greenacres, FL 33413

City/ State and Zip Code

ryan.orloff@gmail.com

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

For further information concerning this matter, please call:

Ryan Orloff

Name of Contact Person

at (561)

351-6175

Area Code & Daytime Telephone Number

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is 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**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 24 PM 2:08

Groundswell Medical, Inc.

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

N11000004720

(Document number of corporation)

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

Groundswell Medical, Inc. has adopted the following Amendments to our Articles and is hereby filing our Amendments with the Secretary of State. The Amendments do not require approval of members. The Amendments were approved by a sufficient vote of the Board of Directors.

Amendment 1. Date Adopted June 09, 2011

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
The specific purpose of the organization is to raise awareness on health issues.

Amendment 2. Date Adopted June 09, 2011

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amendment 3.**Date Adopted June 09, 2011**

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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, 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.

Amendment 4.**Date Adopted June 09, 2011**

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The date of adoption of the amendments was:

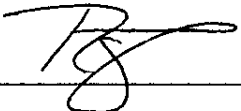
06/09/2011

Adoption of Amendments

There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
this 9th day of June, 2011.

Name Ryan Orloff

Signature _____

Title President