

⑩ 8.20.13

BTCS Inc.
125 E. San Marino Drive
Miami Beach, FL 33139

August 20, 2013

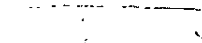
Ms. Irene Albritton
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Albritton:

As per our conversation today I would like to file the attached as Amended and Restated Articles of Incorporation for BTCS, Inc.

Please don't hesitate to contact me at 305-905-5418 if you have any questions or require additional information.

Sincerely,


John Flickinger

On behalf of Jeffrey Miller



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 9, 2013

MARYBEL ESPOSITO
BTCS, INC.
125 E. SAN MARINO DRIVE
MIAMI BEACH, FL 33139

SUBJECT: BTCS, INC.
Ref. Number: N12000006894

We have received your document for BTCS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

The date of adoption of each amendment must be included in the document.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 713A00019089

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF BTCS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

13 AUG 20 PM 2:31

1. Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, BTCS, Inc., a Florida not-for-profit corporation (the "Corporation"), identified in the records of the Division of Corporations, Florida Department of State, by its file number N12000006894, hereby files these Amended and Restated Articles of Incorporation.

2. The following was adopted by the Board of Directors of the Corporation on July 23, 2013 pursuant to Section 617.1002(1)(b) of the Florida Statutes.

3. The Corporation's Articles of Incorporation, in effect on the date of the filing of these Amended and Restated Articles of Incorporation, are hereby deleted in their entirety and replaced by the following, effective at the time and on the date these Amended and Restated Articles of Incorporation are filed with the Florida Department of State, which shall thereupon be the Corporation's articles of incorporation as in effect until later further amended.

ARTICLE I-NAME

The name of the Corporation shall be: BREAKTHROUGH COLLEGE PREP, INC.
(the "Corporation").

ARTICLE II-PURPOSES

This Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To operate high quality charter schools within the State of Florida and
- (b) To conduct any and all lawful affairs and business incident to the purpose for which this Corporation is organized.

In no event shall this Corporation engage in any activity that would be contrary to the activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

Directors will not receive compensation for services rendered in their capacities as Directors. The Corporation will follow Section 112.313(10) and 112.313(3), Florida Statutes, which prohibits an employee of a political subdivision in the State from also holding office as a member of the governing board, and which prohibits a public officer, acting in a private capacity, from selling goods or services to that person's agency.

ARTICLE III-MEMBERS

This Corporation shall not have any members.

ARTICLE IV-NON STOCK CORPORATION

This Corporation shall not have any capital stock.

ARTICLE V-OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist initially of three members. The number may be increased or decreased from time-to-time as set forth in the Bylaws of the Corporation, but shall never be less than three nor more than eleven. The manner of election of the members of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

The initial Board of Directors shall consist of as follows:

Jeffrey S. Miller
Melissa E. Krinzman
N. Patrick Range

The officers of the Corporation, as provided in the Bylaws of the Corporation, shall be elected as set forth therein by the Directors of the Corporation. The secretary and the treasurer may be the same person.

ARTICLE VIII-INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any Director or Officer who by virtue of his or her being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his or her duties to this Corporation. Indemnification shall be for all reasonable expenses, including any and all attorneys and paralegal fees and costs, incurred as a result of such action or proceeding.

ARTICLE IX-BY-LAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors at any regular or special meeting thereof. The Bylaws may not be inconsistent with the provisions of these Articles of Incorporation. The Bylaws may be amended by the Board of Directors at any regular or special meeting thereof.

ARTICLE X-AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI-EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers.

ARTICLE XII-DISSOLUTION

Dissolution. In the event of the dissolution of the Corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Pursuant to Section 1002.33(8)(c), Florida Statutes, upon dissolution, all unencumbered public funds and property purchased with public funds, will revert to the ownership of the School District sponsor.

ARTICLE XIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be: 125 E. San Marino Drive, Miami Beach, Florida 33139.

The name of the initial registered agent of this Corporation shall be Jeffrey S. Miller at that address.

ARTICLE XIV-CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this Corporation shall be: 125 E. San Marino Drive, Miami Beach, Florida 33139.

Articles of Amendment
to
Articles of Incorporation
of

BTCS, INC.

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

(Document Number of Corporation (if known))

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:

BREAKTHROUGH COLLEGE PREP, INC.

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Melissa E. Krinzman</u>	<u>4011 Bonita Ave.</u> <u>Miami, FL 33133</u>
2) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>N. Patrick Range, II</u>	<u>5727 N.W. 17th Ave</u> <u>Miami, FL 33142</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Jeffrey S. Miller</u>	<u>125 E. San Marino E</u> <u>Miami Beach, FL</u> <u>33139</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Pursuant to Sections 617.1006 & 617.1007 of the Florida Statutes
BTCS, Inc., a Florida not-for-profit corporation (the "Corporation"),
identified in the records of the Division of Corporations,
Florida Department of State, by its file number N12000006894
hereby files these Amended and Restated Articles of Incorporation

The attached Restated Articles of Incorporation was adopted
by the Board of Directors of the Corporation on July 23, 2013
pursuant to section 617.1002(1)(b) of the Florida Statutes and
does not contain any amendments requiring member approval.
The Corporation's Articles of Incorporation, in effect on
the date of filing these Amended and Restated Articles of
Incorporation, are hereby deleted in their entirety and
replaced by the following, effective at the time and on the date
these Amended and Restated Articles of Incorporation
are filed with the Florida Department of State, which shall
thereupon be the Corporation's Articles of Incorporation
as in effect until later further amended.

ARTICLE I-NAME

The name of the Corporation shall be: BREAKTHROUGH
COLLEGE PREP, INC. (the "Corporation").
SEE ATTACHED FOR AMENDED & RESTATED ARTICLES

The date of each amendment(s) adoption: 7-23-13

Effective date if applicable: 7/23/13
(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 7-24-13

Signature [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 or that fiduciary)

Jeffrey Miller
(Typed or printed name of person signing)

President
(Title of person signing)