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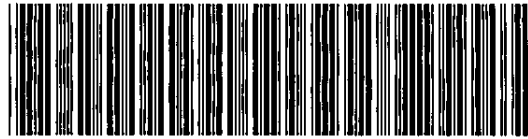
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R. WHITE



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^oBOARD CERTIFIED IN CONSTRUCTION LAW

June 24, 2014

Amendment Section
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

**RE: StrikeForce 421, Inc.
Document No. N12000010712**

Dear Sir/Madam:

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

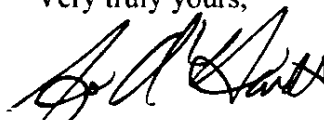
Please return all correspondence concerning this matter to the following:

JoAnne Daudt
Rogers, Morris & Ziegler LLP
1401 East Broward Boulevard, Suite 300
Ft. Lauderdale, FL 33301
Email: jdaudt@rmzlaw.com

For further information concerning this matter, please call Miguel Rodriguez at 954-680-6114.

Enclosed is a check for the following amount made payable to the Florida Department of State:
\$35.00 – Filing Fee.

Very truly yours,



JOANNE DAUDT

JD/eb
Encs.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

StrikeForce 421, Inc.
(A Florida Nonprofit Corporation)

RECITALS

The undersigned, as President and Secretary of StrikeForce 421, Inc. (Corporation), do hereby certify that:

A. The original Articles of Incorporation of the Corporation were filed on November 13, 2012, with the Florida Secretary of State; and

B. On May 24, 2014, the Board of Directors/Trustees of the Corporation voted to amend and restate the Articles of Incorporation by a vote of no less than 2/3 of the members of the Board of Directors/Trustees; and

C. There are no discrepancies between the Corporation's Articles of Incorporation as previously filed and the provisions of the duly adopted Amended and Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety on the following pages as follows:

ARTICLE 1. NAME

The name of this Corporation shall be **StrikeForce 421, Inc.**

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14 JUN 20 10:17
CALLAHAN/SELTZ, P.A.

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this Corporation's existence was November 13, 2012. This Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE 3. PURPOSE

This Corporation is being formed for the purpose of charitable engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America. This Corporation will engage in religious, charitable, and/or educational purposes, and will not engage in nonexempt purposes.

This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

This Corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these Articles, this Corporation 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 Section 501(c)(3) of the Internal Revenue Code, or corresponding section of

any future Federal Tax Code.

ARTICLE 4. POWERS

This Corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit Corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE 5. MEMBERSHIP

Any person who agrees to be bound by these Articles of Incorporation, the corporate Bylaws, and any rules and regulations which the Board of Directors/Trustees may from time to time adopt is eligible and qualified for membership in this Corporation.

The corporate Bylaws may provide the Board of Directors/Trustees further discretionary powers relating to the admission of members.

ARTICLE 6. MANAGEMENT

The powers of this Corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors/Trustees.

Any action required or permitted to be taken by the Board of Directors/Trustees, under any provision of the law, may be taken without a meeting, if all of the Directors/Trustees shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors/Trustees. Any such action by

written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors/Trustees. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors/Trustees without a meeting, and that these Articles of Incorporation authorize the Board of Directors/Trustees to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE 7. BOARD OF DIRECTORS/TRUSTEES

This Corporation's initial Board of Directors/Trustees shall have four (4) Directors/Trustees. The number of Directors/Trustees may be increased or decreased, from time to time, as provided for in the corporate Bylaws, but shall never be less than four.

The Directors/Trustees of this Corporation must, at all times, be members of this Corporation. Only a member of this Corporation may serve as a Director/Trustee of this Corporation.

The Directors/Trustees shall be elected annually by this Corporation's members. The manner of the election of the Directors/Trustees shall be specified in the corporate Bylaws.

The Directors/Trustees named herein, comprising the initial Board of Directors/Trustees, shall hold office until their successors are duly qualified.

ARTICLE 8. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This Corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors/Trustees. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein shall hold office until the election of officers at the next annual Board of Directors/Trustees' meeting, or until their successors are elected and qualified.

The names of the present officers are:

<u>Office</u>	<u>Name</u>
President	JoAnne Daudt
Vice President	Rose Ann Lovell
Secretary	Patti Velasquez
Treasurer	Laurie Farquhar

ARTICLE 9. INDEMNIFICATION

This Corporation shall indemnify any officer, director/trustee, employee, or agent, and any former officer, director/trustee, employee, or agent, to the full extent permitted by law.

ARTICLE 10. PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be located at 840 Northeast 20th Avenue, Fort Lauderdale, FL 33304.

ARTICLE 11. REGISTERED OFFICE & AGENT

The address of this Corporation's initial registered office shall be: 840 Northeast 20th Avenue, Fort Lauderdale, FL 33304.

The name of the individual who shall serve as this Corporation's registered agent at that address is: Rose Ann Lovell.

ARTICLE 12. BYLAWS

Corporate Bylaws have been adopted by the Board of Directors/Trustees. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors/Trustees in the manner provided therein, provided that they are not inconsistent with the provisions of these Amended and Restated Articles of Incorporation. Any amendments to the corporate Bylaws shall be binding on this Corporation's members.

ARTICLE 13. SPECIAL PROVISIONS

A. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

B. This Corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This Corporation will not participate to any extent in a political campaign for or against any candidate for public office.

ARTICLE 14. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors/Trustees and presented to a quorum of this Corporation's members for their vote. Such amendments may be adopted by a vote of a majority of the quorum of this Corporation's Directors/Trustees.

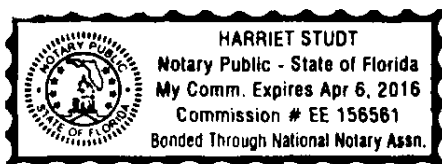
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Patti Velasquez, to me well known to be the person described as the Secretary of StrikeForce 421, Inc., and who executed the foregoing Amended and Restated Articles of Incorporation, and she acknowledged before me that she executed said Amended and Restated Articles of Incorporation this 24 day of May, 2014.

Harriet Studt
Notary Public

My Commission expires:




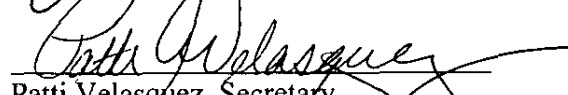
CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Rose Ann Lovell
Rose Ann Lovell
Registered Agent

The undersigned, constituting the President and Secretary of StrikeForce 421, Inc. have executed these Amended and Restated Articles of Incorporation on this 24th day of May, 2014.



JoAnne Daudt, President


Patti Velasquez, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared JoAnne Daudt, to me well known to be the person described as the President of StrikeForce 421, Inc., and who executed the foregoing Amended and Restated Articles of Incorporation, and she acknowledged before me that she executed said Amended and Restated Articles of Incorporation this 24 day of May, 2014.


Notary Public

My Commission expires:

