

N13000002405

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Inspire Space Ed, Inc.

DOCUMENT NUMBER: N13000002405

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

Please return all correspondence concerning this matter to the following:

Robert M. Bird

(Name of Contact Person)

Inspire Space Ed, Inc.

(Firm/ Company)

11481 Old St. Augustine Rd., Suite 104

(Address)

Jacksonville, Florida 32258

(City/ State and Zip Code)

robert@turknett.net

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

For further information concerning this matter, please call:

Robert M. Bird

(Name of Contact Person)

at (904) 521-9007

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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

Inspire Space Ed, Inc.

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

N13000002405

(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:

N/A

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:

Robert M. Bird

10732 Golden Spike Ln.

(Florida street address)

New Registered Office Address:

Jacksonville

(City)

32257

(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.

Robert M. Bird

Digitally signed by Robert M. Bird
DN: cn=Robert M. Bird o=Inspire Space Ed inc ou,
email=rmbird@turknet.net, c=US
Date: 2013.08.07 08:40:53 -0400

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 type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>P,S</u>	<u>Michele L. Bird</u>	<u>10732 Golden Spike Ln.</u> <u>Jacksonville, FL 32257</u>
2) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>Robert M. Bird</u>	<u>10732 Golden Spike Ln.</u> <u>Jacksonville, FL 32257</u>
3) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>V</u>	<u>Mike D. Reynolds</u>	<u>11481 Old St. Augustine Rd.</u> <u>Suite 104</u> <u>Jacksonville, FL 32258</u>
4) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S,T</u>	<u>Les L. Bird</u>	<u>11481 Old St. Augustine Rd.</u> <u>Suite 104</u> <u>Jacksonville, FL 32258</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)

See Attachment

AMENDED
ARTICLES OF INCORPORATION
OF

INSPIRE SPACE ED, INC. (N13000002405)
(A Florida "Not for Profit" Corporation)

We, the undersigned persons of the State of Florida, each being current officers of Inspire Space Ed, Inc., a corporation not for profit, hereby amend and restate the following Articles of Incorporation of Inspire Space Ed, Inc., a corporation not for profit. The Amended Articles of Incorporation were adopted by the board of directors on July 3, 2013, and the number of votes cast was sufficient for approval.

Article I

The name of the corporation is:
INSPIRE SPACE ED, INC.

Article II

The principal office of the corporation is:
11481 OLD ST. AUGUSTINE RD., SUITE 104
JACKSONVILLE, FLORIDA 32258-1474

The mailing address of the corporation is:
11481 OLD ST. AUGUSTINE RD., SUITE 104
JACKSONVILLE, FLORIDA 32258-1474

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JACKSONVILLE, FLORIDA

Article III

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

THIS CORPORATION IS FORMED EXCLUSIVELY FOR EDUCATIONAL AND SCIENTIFIC PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW."

INSPIRE SPACE ED, INC. WILL EDUCATE AND PROMOTE ALL ACTIVITIES ASSOCIATED WITH THE FURTHERANCE OF SPACE EXPLORATION, SPACE SCIENCES AND ASTRONOMY RELATED FIELDS AND TECHNOLOGIES INCLUDING LITERACY, RESEARCH AND DEVELOPMENT.

TO AID, SUPPORT, AND ASSIST BY GIFTS, CONTRIBUTIONS, OR OTHERWISE, OTHER CORPORATIONS, COMMUNITY CHESTS, FUNDS AND FOUNDATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE OR EDUCATIONAL PURPOSES, NO PART OF THE NET EARNINGS OF WHICH INURES TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL ASSOCIATED WITH INSPIRE SPACE ED, INC, AND NO

SUBSTANTIAL PART OF THE ACTIVITIES OF WHICH IS CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION.

TO DO ANY AND ALL LAWFUL ACTIVITIES WHICH MAY BE NECESSARY, USEFUL, OR DESIRABLE FOR THE FURTHERANCE, ACCOMPLISHMENT, FOSTERING, OR ATTAINING OF THE FOREGOING PURPOSES, EITHER DIRECTLY OR INDIRECTLY, AND EITHER ALONE OR IN CONJUNCTION OR COOPERATION WITH OTHERS, WHETHER SUCH OTHERS BE PERSONS OR ORGANIZATIONS OF ANY KIND OR NATURE, SUCH AS CORPORATIONS, FIRMS, ASSOCIATION, TRUSTS, INSTITUTION, FOUNDATIONS, OR GOVERNMENTAL BUREAUS, DEPARTMENTS OR AGENCIES.

ALL OF THE FOREGOING PURPOSES SHALL BE EXERCISED EXCLUSIVELY SCIENTIFIC AND EDUCATIONAL PURPOSES IN SUCH A MANNER THAT THE CORPORATION WILL QUALIFY AS AN EXEMPT ORGANIZATION UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

Article IV

The name and address of the registered agent of the corporation is:

ROBERT M. BIRD
10732 GOLDEN SPIKE LN.
JACKSONVILLE, FLORIDA 32257

Article V

The Corporation existence:

THE CORPORATION SHALL HAVE PERTETUAL EXISTENCE.

Article VI

The method of selection of the Board of Directors and number of directors shall be:

AS PROVIDED FOR IN THE BYLAWS.

Article VII

The name and address of the incorporator is:

ROBERT M. BIRD
10732 GOLDEN SPIKE LN.
JACKSONVILLE, FLORIDA 32257

Article VIII

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

Title: P
ROBERT M. BIRD
11481 OLD ST. AUGUSTINE RD., SUITE 104
JACKSONVILLE, FLORIDA 32258

Title: V
MIKE D. REYNOLDS
11481 OLD ST. AUGUSTINE RD., SUITE 104
JACKSONVILLE, FLORIDA 32258

Title: S, T
LES L. BIRD
11481 OLD ST. AUGUSTINE RD., SUITE 104
JACKSONVILLE, FLORIDA 32258

Article IX

The effective date for this corporation shall be:
MARCH 08, 2013

Article X

501(c)(3) Limitations:

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL AND STATE INCOME TAX UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND SCIENTIFIC PURPOSES.

THE CORPORATION IS NOT ORGANIZED NOR SHALL IT BE OPERATED FOR THE PRIMARY PURPOSE OF GENERATING PECUNIARY GAIN OR PROFIT. THE CORPORATION SHALL NOT DISTRIBUTE ANY GAINS, PROFITS OR DIVIDENDS TO THE DIRECTORS, OFFICERS, OR MEMBERS THEREOF, OR TO ANY INDIVIDUAL, EXCEPT AS REASONABLE COMPENSATION FOR SERVICES ACTUALLY PERFORMED IN CARRYING OUT THE CORPORATION'S CHARITABLE AND EDUCATIONAL PURPOSES. THE PROPERTY, ASSETS, PROFITS AND NET INCOME OF THE CORPORATION ARE IRREVOCABLY DEDICATED TO CHARITABLE AND EDUCATIONAL PURPOSES NO PART OF WHICH SHALL INURE TO THE BENEFIT OF ANY INDIVIDUAL.

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN, ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

Article XI

Dissolution:

UPON WINDING UP AND DISSOLUTION OF THE CORPORATION, THE ASSETS OF THE CORPORATION REMAINING AFTER PAYMENT OF ALL DEBTS AND LIABILITIES SHALL BE DISTRIBUTED TO AN ORGANIZATION RECOGNIZED AS EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986 TO BE USED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES. IF THE CORPORATION HOLDS ANY ASSETS IN TRUST, SUCH ASSETS SHALL BE DISPOSED OF IN SUCH A MANNER AS MAY BE DIRECTED BY DECREE OF THE CIRCUIT COURT OF THE DISTRICT IN WHICH THE CORPORATION'S PRINCIPAL OFFICE IS LOCATED, UPON PETITION THEREOF BY THE ATTORNEY GENERAL OR BY ANY PERSON CONCERNED IN THE LIQUIDATION.

Article XII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY THE AFFIRMATIVE VOTE OF AT LEAST THREE-FIFTHS OF THE MEMBERS OF THE BOARD OF DIRECTORS PRESENT AT ANY REGULAR OR SPECIAL MEETING PROVIDED PROPER NOTICE OF THE CHANGES TO BE MADE HAS BEEN GIVEN AND A QUORUM IS PRESENT, OR WITHOUT A MEETING IF A CONSENT IN WRITING, SIGNED BY THE NUMBER OF DIRECTORS WHOSE VOTES WOULD BE NECESSARY TO AUTHORIZE SUCH AMENDMENT AT A MEETING, IS FILED IN THE MINUTES OF THE CORPORATION. WITHIN TEN DAYS AFTER OBTAINING SUCH AUTHORIZATION BY WRITTEN CONSENT, NOTICE SUMMARIZING THE ACTION SHALL BE GIVEN TO THOSE DIRECTORS WHO HAVE NOT CONSENTED IN WRITING.

Article XIII

"Private Foundation" Provisions:

IN THE EVENT INSPIRE SPACE ED, INC. (THE CORPORATION) IS CONSIDERED TO BE A "PRIVATE FOUNDATION" BY THE U.S. INTERNAL REVENUE SERVICE UNDER PROVISIONS OF THE UNITED STATES CODE THE FOLLOWING PROVISIONS APPLY:

THE CORPORATION WILL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT A TIME AND IN A MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT MAKE ANY INVESTMENTS IN A MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

THE CORPORATION WILL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

Article XIII

Indemnification:

ANY PERSON (AND THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSON) MADE OR THREATENED TO BE MADE A PARTY TO ANY ACTION, SUIT OR PROCEEDING BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ANY AND ALL LIABILITY AND THE REASONABLE EXPENSES, INCLUDING ATTORNEY'S FEES AND DISBURSEMENTS, INCURRED BY HIM (OR BY HIS HEIRS, EXECUTORS OR ADMINISTRATORS) IN CONNECTION WITH THE DEFENSE OR SETTLEMENT OF SUCH ACTION, SUIT OR PROCEEDING, OR IN CONNECTION WITH ANY APPEARANCE THEREIN, EXCEPT IN RELATION TO MATTERS AS TO WHICH IT SHALL BE ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING THAT SUCH DIRECTOR OR OFFICER IS LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS DUTIES. SUCH RIGHT OF INDEMNIFICATION SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH SUCH DIRECTOR OR OFFICER (OR SUCH HEIRS, EXECUTORS OF ADMINISTRATORS) MAY BE ENTITLED APART FROM THIS ARTICLE.

EXECUTION

These Amended and Restated Articles of Incorporation are hereby executed by the incorporator on this

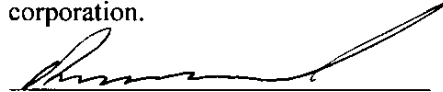
3rd day of July, 2013



Robert M. Bird

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Inspire Space Ed, Inc., a Florida not for profit corporation.



Robert M. Bird


Date: 7-3-2013

The date of each amendment(s) adoption: 7-3-13, if other than the date this document was signed.

Effective date if applicable: 8-6-13
(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 8-6-13
Signature Robert M. Bird 
(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 by that fiduciary)

Robert M. Bird
(Typed or printed name of person signing)
President
(Title of person signing)