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Please file the attached

Amended Articles of Incorporation

Doc # N13000006468

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\$35

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Amended Articles of Incorporation of
2 OUT RALLY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Offices

The principal office of the organization in the State of **Florida** shall be located at **120 S. Dixie Highway, Suite 204, West Palm Beach, FL 33401**. The organization may have such other offices, either within or without the State of **Florida**, as the board of directors may designate or as the business of the organization may require from time to time.

The registered office of the Organization, required by the **Florida** Nonprofit Corporation Act to be maintained in the State of **Florida** may be, but need not be, identical with the principal office in the State of **Florida**, and the board of directors may change the address of the registered office from time to time.

Article II. Statement of Purpose

Said organization is organized exclusively for educational 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 the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, 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 the Court of Common Pleas of the county in which the principal office of the organization 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.

The Board shall conduct all corporate acts in accordance with the **Florida** Nonprofit Corporation Act ("Act"), as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The Articles of Incorporation shall be maintained at the Organization's principal office in **Florida** as required by the Act.

The Organization shall fully comply with all applicable anti-discrimination laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age in its education policies, admission policies, scholarship and loan programs, other school administered programs, or the provision of any rights or privileges to students, faculty, or employees.

Article III. Members

The organization shall have no members until such time as the board of directors creates membership.

Article IV. Board of Directors

Section 1. General Powers. The board of directors shall manage the affairs of the organization.

Section 2. Number, Tenure and Qualifications. The number of directors of the organization shall be three or as determined by resolution of the board of directors from time to time. The directors shall hold office until their successors shall have been elected and qualified by the Board of Directors. The directors need not be residents of the State of **Florida** and need not be employees of the organization.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held with reasonable notice to the directors on the first day of November of each year beginning the year 2010 or at such other time as fixed by the board. The board of directors may provide, by resolution, the time and place, either within or without the State of **Florida**, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or a majority of the directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or without the State of **Florida**, as the place for holding any special meeting of the board of directors called by them.

Section 5. Notice. Notice of any meeting shall be given at least four days previously thereto by written notice delivered personally or mailed to each director at his or her business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall

be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 9. Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by election by the board of directors shall continue for a term of office only until the next election of directors.

Section 10. Compensation. By resolution of the board of directors, each director may be paid his or her expenses, if any, of attendance at each meeting of the board of directors.

Section 11. Deadlock. In the event that an equal number of votes are cast for adoption or rejection of any proposal before the board of directors, a director who is also the president of the organization, or such other person as may be named by the board from time to time, may cast a vote in the decision to break the tie.

Article V. Officers

Section 1. Number. The officers of the organization shall be a president, one or more vice presidents (the number thereof to be determined by the board of directors), a secretary, and a treasurer, each of whom shall be elected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. The three directors shall serve as President, Vice President, Treasurer and Secretary. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The officers of the organization to be elected by the board of directors shall be elected annually by the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by action of the board of directors whenever in its judgment the best interests of the organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the organization and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the organization. He or she shall, when present, preside at all meetings of the board of directors. He or she may sign, with the secretary or any other proper officer of the organization thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or these Articles of Incorporation to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 6. The Vice President(s). In the absence of the president or in the event of his or her death, disability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Articles of Incorporation or as required by law; (c) be custodian of the corporate records and of the seal of the organization, if any; (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the organization; (b) receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these Articles of Incorporation; and (c) in general perform all of the duties as from time to time may be assigned to him by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

Section 9. Assistant Secretaries and Assistant Treasurers. The assistant treasurers shall respectively,

if required by the board of directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the board of directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the organization.

Article VI. Indemnity

The organization shall indemnify any director or officer or former director or officer of the organization against all expenses actually and reasonably incurred by him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such director or officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of duty to the organization. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

Article VII. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. The board of directors may pass resolutions from time to time which limit the authority of persons to act on behalf of the organization.

Section 2. Loans. No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instance.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the board of directors may select.

Article VIII. Fiscal Year

The fiscal year of the organization shall begin on the first day of July and end on the thirtieth day of June in each year.

Article IX. Waiver of Notice

Whenever any notice is required to be given to any director of the organization under the provisions of these Amended Articles of Incorporation or under the provisions of the Florida Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article X. Amendments

These Amended Articles of Incorporation may be altered, amended or repealed and the board of directors at any regular or special meeting may adopt new Articles of Incorporation. However, no amendment shall be made to Article II: Statement of Purpose, as referenced herein.

Adopted this 30th day of August, 2013.




President - Patrick Sheahan



Secretary - Patricia Vallandigham



Treasurer - Patricia Vallandigham



Registered Agent
Valentin Rodriguez, Esq.
Valentin Rodriguez, P.A.