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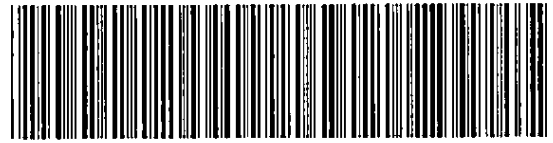
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VALLEY COUNTY CLERK

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: GI Money Foundation, Inc.

DOCUMENT NUMBER: N14000005535

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

Please return all correspondence concerning this matter to the following:

Erica Franqui, Esq.
(Name of Contact Person)

The Franqui Firm
(Firm/ Company)

1451 W. Cypress Creek Rd., Ste 300
(Address)

Ft. Lauderdale, FL 33309
(City/ State and Zip Code)

Erica@thefranquifirm.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erica Franqui, Esq. at 305 494-8108
(Name of Contact Person) (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 checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

2008 JUN 17 PM 1:19
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Restated Articles of Incorporation of GI Money Foundation, Inc.

Article I: Name and Address

The name of the corporation is GI Money Foundation, Inc. It is located at:

1201 6th Ave W
Suite #100 Unit #A278
Bradenton, FL 34205

Article II: Duration

The duration of the corporation is perpetual.

Article III: Purpose

GI Money Foundation, Inc. is organized exclusively to operate as a charitable corporation within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws (the "Code"), by providing financial education, counseling, and resources to financially distressed individuals who require assistance with budgeting and money management.

In furtherance of such purposes, the corporation may provide:

1. Counseling on money management, budgeting, and credit matters;
2. Debt negotiation and resolution services; and
3. The distribution of money management, budgeting, and credit-related educational resources, information, and materials.

Article IV: Compliance with Section 501(c)(3) and with IRC Section 501(q)

The corporation shall operate exclusively for educational and charitable purposes. All activities of the corporation shall be directed at educating the public on budgeting, managing personal finances, and the sound use of consumer credit. The corporation shall primarily serve individuals who are financially distressed or in need due to financial difficulties.

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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

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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.

In accordance with Section 501(q), the Corporation shall ensure that services are provided without regard to a client's ability to pay, establishing a fee structure based on service costs, and waiving fees entirely for clients demonstrating financial hardship. The Corporation shall not make loans or sell goods or services unrelated to its tax-exempt purposes, except as incidental to its counseling activities. The Corporation shall maintain a governing body composed of individuals, a majority of whom are independent and not compensated by the Corporation or related entities. This governing body will oversee all operations to ensure that the organization adheres to all applicable federal requirements, including those specifically outlined in IRC 501(q), aimed at preventing private inurement and ensuring that the organization serves public rather than private interests. The Corporation's advertising and operational practices shall remain transparent and focused on public education about credit, with strict prohibitions against misleading claims or profit-driven motives.

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Article V: Powers and Operational Standards

The corporation may engage in any lawful activities or transact any lawful business for which corporations may be incorporated under the Florida Not For Profit Corporation Act, not inconsistent with those exercisable by a corporation in conformance with section 501(c)(3) of the Code. Furthermore, all funds of the corporation and any monies from its operations shall be used in the furtherance of the purposes set forth above, and no benefits shall inure to any private parties, except as incidental to the purposes and objectives of the corporation.

Article VI: No Private Inurement and Conflict of Interest Policy

The corporation strictly adheres to the principle that no part of its net earnings shall inure to the benefit of any private individual. The corporation will not pay unreasonable compensation to its employees, officers, directors, or any other private persons. All compensation and financial transactions shall be fair, reasonable, and in compliance with IRS guidelines and federal regulations.

A conflict of interest policy will be maintained to ensure that any potential conflicts of interest involving board members, officers, executives, employees, and contractors are disclosed and properly managed. The corporation will adhere to all relevant federal and state laws, including those enforced by the Federal Trade Commission (FTC) and the

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Consumer Financial Protection Bureau (CFPB), to prevent any misuse of funds or unethical practices.

Article VII: Adherence to Revenue Ruling 65-299 and Revenue Procedure 96-32

In accordance with Revenue Ruling 65-299, the corporation shall ensure that its educational and counseling services are directed at improving the financial literacy of the public, focusing on budgeting, managing personal finances, and responsible use of credit. The corporation shall also comply with Revenue Procedure 96-32, which includes providing services to low-income individuals, ensuring independence from creditors, and maintaining transparency and accountability in its operations.

Article VIII: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to one or more organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IX: Limitations

All powers exercised herein shall be in furtherance of the purposes set forth above and shall, at all times, be in conformance with the provisions of section 501(c)(3) of the Code.

Article X: Indemnification

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the I.R.S. Code (or corresponding section of any future Federal tax code) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code). Upon dissolution of this 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 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.

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Article XI: Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

Article XII: Incorporators

The name and address of the incorporator of the corporation are:

Javier Rodriguez – 3510 Bent Wood Dr. Kissimmee FL 34741-7636

Article XIII: Manner of Election

Directors shall be elected as set forth in the Corporation's Bylaws.

Article XIV: Initial Board of Directors

This Corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and street addresses of the initial directors of this Corporation are:

Colette Kanakaole - 3280 W Hacienda Ave Ste 211 Las Vegas, NV 89118

Ara Basmajian - 3280 W Hacienda Ave Ste 211 Las Vegas, NV 89118

Tara Ozanyan - 3280 W Hacienda Ave Ste 211 Las Vegas, NV 89118

Article XV: Initial Registered Agent and Office

The name and address of the registered agent shall be as follows:

Registered Agents, Inc., 7901 4th Street, N., Suite 300, St. Petersburg, FL 33702

Article XVI: Article Consolidation

These adopted and restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

Article XVII: Adoption Information

These restated articles of incorporation were adopted by the Board of Directors.

Article XVIII : Effective Date

The effective date of these restated articles of incorporation is the date of the filing.

Lined area for text entry.

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DEPARTMENT OF STATE
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The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: June 4, 2024
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- 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 June 4, 2024

Signature *Chandale*
(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)

Colette Kanakaole
(Typed or printed name of person signing)

Director
(Title of person signing)

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