

11/14/2016

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE GRASP ALLIANCE, INC.**

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GRASP ALLIANCE, INC.
(A Florida not-for-profit corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 DEC -1 PM 4:25

Pursuant to Section 617.1006, Florida Statutes, THE GRASP ALLIANCE, INC., INC., a Florida Not For Profit Corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be The GRASP Alliance, Inc. The address of the initial principal office of the Corporation is 4096 Ferrara St., Jacksonville, Florida 32217, and the initial mailing address of the Corporation is P.O. Box 11133, Jacksonville, Florida 32239.

ARTICLE II - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4096 Ferrera St., Jacksonville, Florida 32217 and the name of its initial registered agent at such address is Kristin Kessler.

ARTICLE III - PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, but not limited to providing tools and experiences to further the education, growth and development of children who show signs of dyslexia, dyscalculia, or dysgraphia.

Section 2. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any individual.

Section 3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

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ARTICLE IV - POWERS

The Corporation shall have all powers of not-for-profit corporations now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE VI - MEMBERS OF THE CORPORATION

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE VII - DIRECTORS AND OFFICER

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is Rachel Vitti, 235 East 4th Street, Jacksonville, Florida 32206.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future federal tax code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X - AMENDMENT

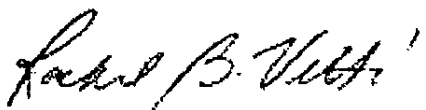
These Articles of Incorporation may be amended in the manner provided by law.

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2. Pursuant to Section 617.1002, Florida Statutes, the amendment was adopted by the Board of Directors effective as of November 28, 2016. The Corporation does not have members.

IN WITNESS WHEREOF, the undersigned President of THE GRASP ALLIANCE, INC., has executed these Articles of Amendment this 28 day of November, 2016.

THE GRASP ALLIANCE, INC.

By: 
Name: Rachel Vitti
Its: President

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