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Date: **February 22, 2018**

Account#: I20000000088

Name: **Marisa Kugelman**

Reference #: **T015085**

Entity Name: **FIRESRING FUND, INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other **Amended and Restated Articles of Incorporation**

*Please file
second*

Authorized Amount: **\$35**

Signature: *Marisa Kugelman*

① CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
800.221.0102
+1.212.947.7200

② EUROPEAN HQ
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③ ASIA PACIFIC HQ
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Account#: 120000000088

Date: **February 22, 2018**

Name: **Marisa Kugelmann**

Reference #: **T015085**

Entity Name: **FIRESRING FUND, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FIRESPRING FUND, INC.**

FIRESPRING FUND, INC., a Florida not for profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is **STARTER STUDIO FL INC.**

ARTICLE II

Principal Office and Mailing Address

The principal office address and mailing address of the Corporation is 101 S. Garland Avenue, Suite 108, Orlando, Florida 32801-3276. The location of the principal office shall be subject to change as may be provided in the bylaws duly adopted by the Corporation (the "Bylaws").

ARTICLE III

Purposes

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Bylaws, or any other provision of law, the Corporation shall not carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (i) an organization exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or (ii) an organization to which contributions are deductible under sections 170, 2055, and 2522 of the Code (or the corresponding sections of any future federal tax code).

ARTICLE IV

Powers

The Corporation shall have all powers conferred upon not for profit corporations organized under the Act but shall exercise such powers only in fulfillment of its above-stated purposes; provided, however,

- (i) 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; and
- (ii) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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.

ARTICLE V
Dissolution and Liquidation

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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.

ARTICLE VI
Term

The term for which the Corporation shall exist shall be perpetual.

ARTICLE VII
Members

The Corporation shall have no members unless the Bylaws provide for members and designate any qualifications and rights of such members necessary in accordance with applicable provisions of the Act.

ARTICLE VIII
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws.

ARTICLE IX
Registered Office and Agent

The address of the Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the Registered Agent at such address is F&L Corp.

ARTICLE X
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended as provided in the Bylaws.

There are no members of the Corporation entitled to approve the foregoing Articles of Incorporation. The foregoing Articles of Incorporation were duly adopted by the Corporation's Directors effective February 22, 2018 and have been executed by the undersigned, authorized representative in accordance with the requirements of the Act.

By: 
Printed Name: DONNA MACKENZIE
Title: Authorized Officer

[Signature to Amended and Restated Articles of Incorporation]


ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IX of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 22nd day of February, 2018.

REGISTERED AGENT:

F&L CORP.

By: 

Michael A. Okaty
Agent and Authorized Agent