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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SPARKLE POWER, INC.**

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*CUS*  
*Amended*  
*Restated*

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March 9, 2017

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SPARKLE POWER, INC.  
17229 BREEDERS CUP DR  
ODESSA, FL 33556

SUBJECT: SPARKLE POWER, INC.  
REF: N15000007186

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

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Letter Number: 817A00004528

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
SPARKLE POWER, INC.

FILED  
2017 MAR -8 AM 10:04  
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TALLAHASSEE, FLORIDA


Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the Articles of Incorporation of SPARKLE POWER, INC., a Florida corporation (the "Corporation"), are hereby amended and restated as follows:

1. The name of the Corporation is Sparkle Power, Inc.
2. The Articles of Incorporation, as amended and restated, are attached hereto as Exhibit A (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring approval by the Board of Directors.
4. The Corporation has no members.
5. The Board of Directors of the Corporation adopted the Amended and Restated Articles by unanimous consent on February 28, 2017.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Articles of Amendment and Restatement.

SPARKLE POWER, INC.

By:  
Name:  
Title:  
Date:

  
\_\_\_\_\_  
Brooke Shannon  
\_\_\_\_\_  
Director  
\_\_\_\_\_  
3-1-17

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Exhibit A

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SPARKLE POWER, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

The Amended and Restated Articles of Incorporation of SPARKLE POWER, INC., a Florida not for profit corporation incorporated under the provisions of the Florida Not For Profit Corporation Act, shall read in their entirety as set forth below:

ARTICLE 1Name

The name of the corporation is Sparkle Power, Inc. (hereinafter the "Corporation").

ARTICLE 2Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation are 17229 Breeders Cup Drive, Odessa, Florida 33556.

ARTICLE 3Purpose

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE 4Board of Directors

The Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The method of appointment of directors shall be as stated in the bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Vicky Thompson	66 Hedges Avenue Chatham, NJ 07928
Brooke Shannon	17229 Breeders Cup Drive Odessa, Florida 33556
Summer Breault	20308 Lace Cascade Road Land O'Lakes, FL 34637

ARTICLE 5Members

This Corporation shall not have members.

ARTICLE 6Powers

The Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE 7

Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation is Brooke Shannon, 17229 Breeders Cup Drive, Odessa, FL 33556.

ARTICLE 8

Registered Office and Agent

The registered office of the Corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606. The registered agent at such address shall be Jennifer E. Murphy, Esq.

ARTICLE 9

Duration

The Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the Corporation.

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ARTICLE 12Distribution of Assets

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 its charitable purpose. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the Board of Directors in its sole discretion. Any such

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assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Amended and Restated Articles of Incorporation this 1<sup>st</sup> day of March, 2017.


SPARKLE POWER, INC.

By:

Name:

Title:

Date:

  
\_\_\_\_\_  
Brooke Shannon  
\_\_\_\_\_  
Director  
\_\_\_\_\_  
3-1-17  
\_\_\_\_\_

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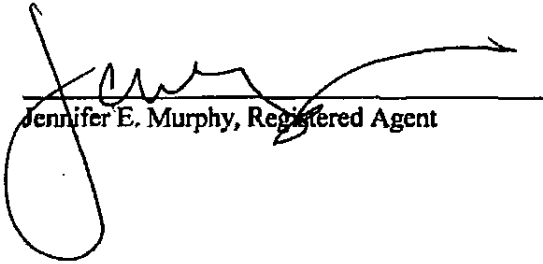
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**REGISTERED AGENT CERTIFICATE**

Having been named as registered agent to accept service of process for Sparkle Power, Inc. at the place designated in the Articles of Incorporation, I hereby accept appointment as its agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent.

Dated this 1<sup>st</sup> day of March, 2017.



Jennifer E. Murphy, Registered Agent