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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 30 2015

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: GROUNDWELL STARTUPS INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CORRIDOR LEGAL CHARGED
Name (Printed or typed)

907 E STRAWBRIDGE AVE
Address

MELBOURNE, FL 32901
City, State & Zip

4 (321) 473-3337
Daytime Telephone number

mmohler@corridorlegal.net
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I: NAME

The name of this corporation is Groundswell Startups Inc. (this "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

907 E. Strawbridge Ave., Suite 101, Melbourne FL 32901

ARTICLE III: PURPOSE

This Corporation is organized exclusively to promote charitable, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding applicable section of any future federal tax code.

ARTICLE IV: MANNER OF ELECTION OF BOARD

The Corporation shall be governed by a Board of Directors, the number of which shall be fixed from time to time by the By-Laws. Every current or former director, officer, employee and agent of the Corporation shall be entitled to indemnification to the full extent provided by Section 617.083 of the Florida Not For Profit Corporation Act of the State of Florida, as amended, subject to the conditions and limitations set forth therein. The Corporation may purchase insurance for indemnification. There shall be at least three (3) members of the board of directors of this Corporation. The initial members of the board of directors shall be the persons set forth in Article V. Thereafter, the election of the members of the board of directors of this Corporation shall be as set forth in the bylaws of this Corporation.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The members of the board of directors of this Corporation as of the date hereof are as follows:

Jenna Buehler

John Vecchio

Mark Mohler

The officers of the Corporation shall be as set from time to time by the board of directors.

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ARTICLE VI: LIMITATIONS ON ACTIVITIES

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, to make reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, and to make payments and disbursements in furtherance of the purposes set forth herein.

(b) 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 any candidate for public office except as authorized under Section 501(h) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporations shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

(d) In order to carry out only those general purposes heretofore set out, subject to the restrictions of Article 4, the Corporation shall have the following powers:

(i) to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any real, personal or mixed property, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

(ii) to sell, to convey, and to dispose of any such property and to invest and to reinvest the principal thereof, and to deal with and to expend the income therefrom for any of the aforementioned purposes, without limitation, except as may be imposed by law.

(iii) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes.

(iv) to do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII: MEMBERS

The Corporation shall have members if and as determined by the Board and set forth in the bylaws of the Corporation.

ARTICLE IX: DISSOLUTION

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. Any such 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

**Corridor Legal, Chartered
907 E. Strawbridge Ave.
Suite 101
Melbourne, FL 32901**

3. There are no current or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors of this Corporation in accordance with of the Act.

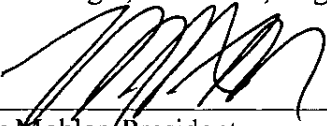
IN WITNESS WHEREOF, this Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 18th day of ~~August~~ ^{September}, 2015.

By: 

Mark Mohler, Authorized Person

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corridor Legal, Chartered, Registered Agent

By: 
Mark Mohler, President

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