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PAGE 01/05

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STARBOARD GROUP FOUNDATION, INC.**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida not-for-profit corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Starboard Group Foundation, Inc.

Old Name:

Article II. Address

The mailing address of the Corporation is:

Starboard Group Foundation, Inc.
12540 West Atlantic Boulevard Coral Springs FL 33071

Article III. Purpose

The Corporation is organized and shall be operated exclusively for exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2016 FEB 12 AM 5:57

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Article IV. Membership

The Corporation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Marcos Silva
12540 W. Atlantic Blvd
Coral Springs FL 33071

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Andrew Levy
Marcos Silva
David Ransbury

Article VIII. Dissolution

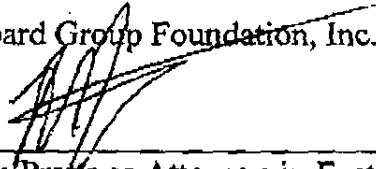
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes to another exempt organization exempt organization within the meaning of section 501(c)(3), or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose.

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Starboard Group Foundation, Inc.

By: 
by Tim Pratts as Attorney-in-Fact
Andrew Levy, Director
February 12, 2016

02/12/2016 16:35 5612968438

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

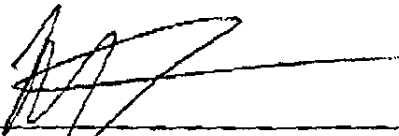
CORPORATION:

Starboard Group Foundation, Inc.

REGISTERED AGENT/OFFICE:

Marcos Silva
12540 W. Atlantic Blvd
Coral Springs FL 33071

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Marcos Silva
by Tim Pratts as Attorney-in-Fact
February 12, 2016