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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 800-342-8062 • Fax (850) 222-1222

Earth Science Foundation Inc.

Signature _____

Requested by: Seth

02/02/18

Name _____

Date _____

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**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
EARTH SCIENCE FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1002, Florida Statutes, EARTH SCIENCE FOUNDATION, 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 in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a written action in lieu of a formal meeting of the Board of Directors on January 31, 2018.

The undersigned officer of Earth Science Foundation, Inc. hereby certifies that the Amended and Restated Articles of Incorporation were adopted by the Corporation on January 31, 2018.

EARTH SCIENCE FOUNDATION, INC.


By: STEVEN WARM, ESQUIRE
Incorporator, Secretary and General Counsel

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 FEB -2 A 10 21

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
EARTH SCIENCE FOUNDATION, INC.

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is being submitted:

ARTICLE I
NAME AND TERM

- a) The name of this corporation (the "Corporation") shall be: EARTH SCIENCE FOUNDATION, INC.
- b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

ARTICLE II
PURPOSES

The purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

The Earth Science Foundation, Inc. (or "the Corporation" hereinafter) is organized exclusively for charitable, educational, scientific and spiritual purposes under Section 501(c)(3) of the IRS Code, or corresponding section of any future federal tax code. These purposes include: ESF hopes and intends to nurture research into the varied areas where early analysis suggests cannabinoids can be effective medicinally as a cure, a palliative and/or treatment for multiplicity of conditions affecting humankind. The corporation will encourage, support and advance such research in any way possible.

ARTICLE III
MANNER OF ELECTION

The qualifications for membership and manner of admission of members shall be stated in the Bylaws of the Corporation.

ARTICLE IV
BOARD OF DIRECTORS

The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation.

ARTICLE V
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

ARTICLE VI
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE VII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time, and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VIII
REGISTERED AGENT

The name and address of the registered agent is:

Steven Warm, Esquire
3867 SW 93rd Terrace
Gainesville, Florida 32608

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is:

Steven Warm, Esquire
3867 SW 93rd Terrace
Gainesville, Florida 32608

ARTICLE X
EFFECTIVE DATE

The effective date is January 31, 2018.

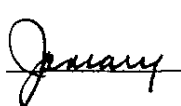
ARTICLE XI
TAX QUALIFICATION

Provisions regarding the distribution of assets upon dissolution are:
Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue code section 501(c)(3).

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.

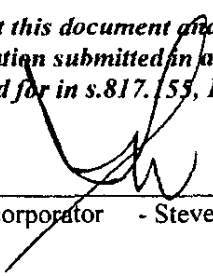


Registered Agent - Steven Warm

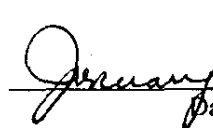


Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.55, F.S.



Incorporator - Steven Warm



Date