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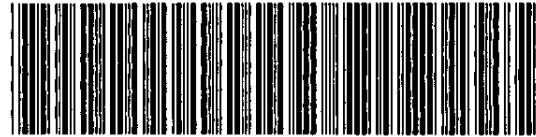
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2017 MAR -3 P 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 08 2016

T. LEMMON

Am

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Charitable Goo Foundation, Inc.

DOCUMENT NUMBER: N16000009651

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jonathan P. Vielhaber

(Name of Contact Person)

(Firm/ Company)

PO Box 950

(Address)

Brandon, FL 33509-0950

(City/ State and Zip Code)

Jon@BlueLightningNetworks.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan P. Vielhaber

813-690-5112

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

Charitable Goo Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N16000009651

(Document Number of Corporation (if known))

2017 MAR -3 P 4:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Added section 4.12 Dissolution on request from the IRS in order to obtain 501(c)3 approval.

February 25, 2017

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

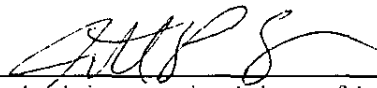
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 25, 2017 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jonathan P. Vielhaber

(Typed or printed name of person signing)

President

(Title of person signing)

Amended

Articles of Incorporation of Charitable Goo Foundation, Inc.

In compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida do hereby certify:

ARTICLE I - NAME

The name of this corporation shall be Charitable Goo Foundation, Inc.

ARTICLE II - ADDRESS

The place in this state where the principal office of the Corporation is to be located is:

1726 Lorian St.
Brandon, FL 33511

The mailing address of the Corporation is to be located at:

PO Box 950
Brandon, FL 33509-0950

ARTICLE III – PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation will provide educational funding and mentoring for non-traditional students pursuing a degree in the medical or pharmaceutical fields. The corporation will provide scholarships, grants and loans to students that show a high potential for successful completion of the field of study and success in their post-graduate work. The corporation will target individuals who might not be able to pursue their course of study without our help. The corporation will help with mentoring and guidance throughout their school and post-graduate job search.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Governance

The corporation shall be governed by its board of directors.

4.2 Number of Directors

Charitable Goo Foundation shall have a board of directors consisting of at least 3 and no more than 7 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.3 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the *Charitable Goo Foundation shall be managed under the direction of the board*, except as otherwise provided by law.

4.4 Terms

- (a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin January 1 and end December 31 of the year in office, unless the term is extended until such time as a successor has been elected.

4.5 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age or older and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.6 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.7 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a

reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made the *director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.*

4.8 Board of Directors Meetings.

4.8.1 Regular Meetings

The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

4.8.2 Special Meetings

Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

4.8.3 Waiver of Notice

Any director may waive notice of any meeting, in accordance with Florida law.

4.9 Manner of Acting.

4.9.1 Quorum

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

4.9.2 Majority Vote

Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

4.9.3 Hung Board Decisions

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

4.9.4 Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

4.12 Dissolution

Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected by the discretion of a majority of the managing body of the corporation and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE V – INITIAL DIRECTORS

The names and addresses of the persons who are the initial directors of the corporation are as follows:

Jonathan P. Vielhaber, 1726 Lorian St., Brandon, FL 33511

Kathleen T. Chiodo, 5024 Shadycresc Rd., Columbus, OH 43229

Jeremy A. Mader, 901 Helenhurst Ct., Westerville, OH 43081

ARTICLE VI – APPOINTMENT OF REGISTERED AGENT

The registered agent of the corporation shall be:

Jonathan P. Vielhaber, 1726 Lorian St., Brandon, FL 33511


ARTICLE VII – INCORPORATOR

The incorporators of the corporation are as follows:

Jonathan P. Vielhaber, 1726 Lorian St., Brandon, FL 33511

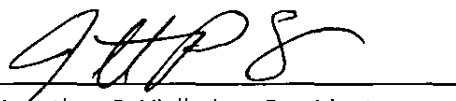
ARTICLE VII – EFFECTIVE DATE

IN WITNESS THEREOF, the undersigned subscriber has executed these amended Articles of Incorporation as approved by the board of directors on and effective as of the 25th day of February, 2017.


Jonathan P. Vielhaber, President

2/27/17
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.817.155, F.S.

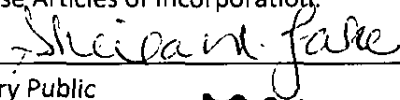

Jonathan P. Vielhaber, President

2/27/17
Date

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared Jonathan P. Vielhaber and presented Florida Driver's License as personal identification, who acknowledged to me that he executed these Articles of Incorporation.


Notary Public

State of Florida at Large
My Commission Expires

