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Division of Corporations

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
LET'S GO JERO FOUNDATION, INC.  
a Florida not for profit corporation**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the Articles of Incorporation of LET'S GO JERO FOUNDATION, INC., filed on December 28, 2016 under document number N16000012257 (the "Corporation"), are hereby amended as follows:

1. The following amendment to the Articles of Incorporation was adopted by the Corporation:

Articles III is hereby deleted in its entirety and replaced with new Article III as follows:

**"Article III**

The purpose for which the corporation is organized is 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."

Articles IX of the Articles of Incorporation are hereby added as follows:

**"Article IX**

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. 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 of 1986, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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

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shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

2. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

3. The foregoing amendments to the Articles of Incorporation of the Corporation were adopted by the members and the number of votes cast for the amendment was sufficient for approval on January 25, 2018.

4. The effective date of this Amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of the Corporation as of this 25 day of January, 2018.

LET'S GO JERO FOUNDATION, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_