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CITY TO CITY MIAMI INC.

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**RESTATED ARTICLES OF INCORPORATION
OF
CITY TO CITY MIAMI INC.**

**FILED
18 JUL -9 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

ARTICLE ONE

NAME

The name of this corporation shall be City to City Miami, Inc. (the "Corporation").

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation shall be 6605 SW 88 Street, Miami, Florida 33156.

ARTICLE THREE

PURPOSES AND POWERS

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The Corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The Corporation shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

DIRECTORS

The board of directors shall be elected as provided for in the bylaws of the Corporation. The current directors of the Corporation are:

Felipe Assis
6605 SW 88 Street
Miami, Florida 33156

Jesse Carbo
6605 SW 88 Street
Miami, Florida 33156

Edwin Copeland
6605 SW 88 Street
Miami, Florida 33156

Luis Diaz
6605 SW 88 Street
Miami, Florida 33156

Alex Fraser
6605 SW 88 Street, Miami
Florida 33156

Rick Hunter
6605 SW 88 Street
Miami, Florida 33156

Juan Martinez
6605 SW 88 Street, Miami
Florida 33156

Abe Ng
6605 SW 88 Street, Miami
Florida 33156

Fernando Sousa
6605 SW 88 Street
Miami, Florida 33156

Peter Thompson
6605 SW 88 Street, Miami
Florida 33156

ARTICLE FIVE

OFFICERS

The officers shall be elected as provided for in the bylaws of the Corporation. The current officers of the Corporation are:

Chairman:	Juan Martinez
President:	Felipe Assis
Vice President:	Jesse Carbo
Secretary:	Luis Diaz
Treasurer:	Peter Thompson

ARTICLE SIX

MEMBERS

The Corporation shall have no members as defined in the Florida Not For Profit Corporation Act.

ARTICLE SEVEN

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE EIGHT

NONDISCRIMINATORY POLICY

This Corporation, including all its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE NINE

REGISTERED AGENT

The registered agent upon whom service of process against this Corporation may be made is Paul R. Alfieri, P.L. The registered agent and the Corporation's registered office are located at 5143 NW 42 Terrace, Coconut Creek, Florida 33073.

ARTICLE TEN

EARNINGS AND ACTIVITIES

The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three 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 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 political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE ELEVEN

DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is 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 TWELVE

AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting at which a quorum is present.

CERTIFICATE

1. This restatement contains amendments to the articles of incorporation that do not require member approval.

2. The restated articles of incorporation as set forth above constitute all the articles of incorporation of City to City Miami Inc. as amended.

3. The date of adoption of the amendments was the 26th day of June 2018.

4. The amendments were adopted by the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF, we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 26th day of June 2018.

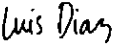
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Felipe Assis, President

Attested to by:

DocuSigned by:



3288517AAEFCA20...
Luis Diaz, Secretary

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **City to City Miami, Inc.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the restated articles of incorporation at **6605 SW 88 Street, Miami, Florida 33156** has named **Paul R. Alfieri, P.L.**, its registered agent; and **5143 NW 42 Terrace, Coconut Creek, Florida 33073** as the place where service of process may be served within this state.

That this designation has been duly approved by a resolution of the Corporation's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated on July 2, 2018 | 11:47:55 AM EDT

**Paul R. Alfieri, P.L.,
Registered Agent**

By: DocuSigned by:
Paul R. Alfieri
300921E00090400...
Paul R. Alfieri, Esq., Member