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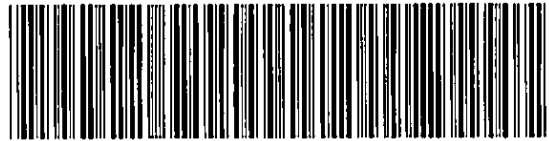
(Business Entity Name)

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Amended Parties

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ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 456383 4336650
AUTHORIZATION : 
COST LIMIT : \$ 35.00

ORDER DATE : February 2, 2022
ORDER TIME : 10:21 AM
ORDER NO. : 456383-005
CUSTOMER NO: 4336650

DOMESTIC AMENDMENT FILING

NAME: TALENTO TOTAL INC.

EFFECTIVE DATE:

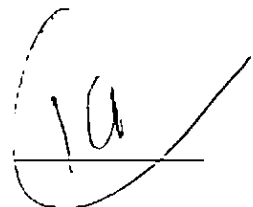
ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

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XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER'S INITIALS:



**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TALENTO TOTAL INC.
(in compliance with Chapter 617, F.S., Corporations Not for Profit)**

Pursuant to the provisions of section 617.1006 of the Florida Statutes, this Florida corporation not for profit (the "Corporation") hereby amends and restates its Articles of Incorporation in their entirety as hereinafter set forth. The Corporation reserves the right to further amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation.

**ARTICLE I
NAME**

The name of the Corporation shall be **Talento Total Inc.**

**ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS**

The street address of the initial principal office and mailing address of the Corporation is 10217 Welleby Isles Lane, Sunrise, FL. 33351.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated, exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code"), and the Corporation may engage in any lawful act or activity for which a nonprofit nonstock corporation may be organized under the laws of the State of Florida as set forth in Title 36, Chapter 617 of the Florida Statutes (and which are not inconsistent with its status as an organization described in Section 501(c)(3) of the Code).

Within the scope of the foregoing purpose, the Corporation is operated primarily, but not by way of limitation thereof, to advance the education of talented young professionals from underrepresented communities in Latin America.

Notwithstanding any other provision of these Articles, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under Section 501(c)(3) of the Code, and related regulations, rulings, and procedures, and consistent with the foregoing, may not (except to an insubstantial degree): (i) serve a private interest other than one clearly incidental to an overriding public interest; (ii) participate in or intervene in (including the publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office, except to an insubstantial degree; or (iii) distribute its assets on dissolution other than for one or more exempt purposes.

**ARTICLE IV
STOCK AND MEMBERS**

The Corporation shall have no authority to issue capital stock. The Corporation may have members. The conditions of membership or other criteria for identifying members shall be provided in the Bylaws of the

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Corporation (the "Bylaws"). No member of the Corporation shall have the right to any share of the profits and losses of the Corporation or the right to receive any distribution of the Corporation's assets. Members of the Corporation, acting as members, shall have no right to manage or direct the activities or affairs of the Corporation.

ARTICLE V DIRECTORS & OFFICERS

The activities and affairs of the Corporation shall be managed by the officers of the Corporation under the direction of a Board of Directors (the "Board"). The number of directors constituting the whole Board shall be fixed by, or in the manner provided in, the Bylaws, but there shall be at least three (3) directors. The manner in which officers and directors of the Corporation are elected and appointed will be as provided in the Bylaws.

The names and addresses of the initial directors of the Corporation are hereby as follows:

- (1) Director - Gem E. McCreary - 10217 Welleby Isles Lane, Sunrise, FL 33351
- (2) Director - Victor A. Grant, Jr. - 10217 Welleby Isles Lane, Sunrise, FL 33351
- (3) Director - Robert L. Horton, Jr. - 10217 Welleby Isles Lane, Sunrise, FL 33351

The Chairman of the Board shall at all times serve as a member of the Board. These Amended and Restated Articles of Incorporation of the Corporation and the Bylaws may each be amended, in whole or part, by the Board, provided, however, that any such amendment by the Board must be approved in writing by the Chairman of the Board. Gem E. McCreary shall serve as the initial Chairman of the Board.

No director or officer shall be personally liable to the Corporation, a member or any other person for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to sections 617.0834 or 607.0831 of the Florida Statutes or (iv) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article V shall apply to or have any effect on the liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VI DEDICATION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, shareholders, 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 III hereof. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed, for a public purpose, to the federal government, or to a state or local government. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then 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 VII ADDITIONAL FEDERAL TAX PROVISIONS

In accordance with Section 508(e) of the Code, if in any taxable year the Corporation is not a private foundation as defined in Section 509(a) of the Code, then in such year, the Corporation shall not enter into any excess benefit transaction as defined in Section 4958 of the Code. In accordance with Section 508(e) of the Code, if in any taxable year the Corporation is a private foundation as defined in Section 509(a) of the Code, then in such year:

- (i) The Corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;
- (ii) The Corporation shall not engage in any act of self-dealing that is subject to tax under Section 4941(d) of the Code;
- (iii) The Corporation shall not retain any excess business holdings that are subject to tax under Section 4943(c) of the Code;
- (iv) The Corporation shall not make any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code;
- (v) The Corporation shall not make any taxable expenditures that are subject to tax under Section 4945 of the Code.

ARTICLE VIII CODE

All references herein to the Code are to the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes that succeed the provisions thereof (i.e., the corresponding provisions of any subsequent federal tax laws).

ARTICLE IX REGISTERED OFFICE AND AGENT

The Florida street address of the registered office of the Corporation and the name of the registered agent of the Corporation at that address is **Gem E. McCreary - 10217 Welleby Isles Lane, Sunrise, FL 33351**

There are not any members entitled to vote on the amendments. The amendments were approved by the Board of Directors.

Dated: February 2, 2022

By: Gem E. McCreary
Name: Gem E. McCreary
Title: Director

By: V-A-D
Name: Victor A. Grant, Jr.
Title: Director

By: Robert L. Horton, Jr.
Name: Robert L. Horton, Jr.
Title: Director