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SEC. OF STATE
TALLAHASSEE, FL

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C Kinsey

COVER LETTER

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

NAME OF CORPORATION: BPAN_WARRIORS, INC.

DOCUMENT NUMBER: N18000000399

The enclosed *Articles of Amendment* have been adopted by the Board of Directors and are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey Fromknecht, Esquire
Side Project Inc.
2405 Quantum Blvd
Boynton Beach, FL 33435
Jeff@sideprojectinc.org

For further information concerning this matter, please call:

Jeffrey Fromknecht, Esquire at 561-755-7433.

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

\$35 Filing Fee

Sincerely,



Jeff Fromknecht

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BPAN WARRIORS, INC
N18000000399

SECRETARY
TALLAHASSEE, FL

2019 DEC 12 PM 1:37

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

The following amendments were hereby adopted by the Board of Directors on November 18, 2019:

Article IX

BPAN WARRIORS, INC (the "Corporation") is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article X

In furtherance of the foregoing, the purpose of the Corporation is to undertake such acts and carry on such business and affairs as may be permitted for nonprofit corporations under the laws of the State of Florida (the "Nonprofit Corporation Laws") and the laws of the United States of America in order to accomplish the purposes set forth in these Articles of incorporation.

Article XI

Notwithstanding any provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Article XII

The Corporation shall not have any capital stock.

Article XIII

The Corporation shall have no members.

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Article XIV

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to approve and reimburse reasonable expenses incurred on its behalf and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code provided such corporation was an organization referred to in Section 170(c)(2) of the Code.

Article XV

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

Article XVI

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any 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, or (iii) for any transaction from which the director derived an improper personal

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benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

Article XVII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation to such other organization or organizations organized and operated exclusively for charitable, scientific, literary, religious and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any successor provision of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

Article XVIII

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a majority vote or other percentage as specified in the Bylaws, of the members of the Board of Directors, the governing body of the Corporation, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the governing body, its members, the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the

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Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

These amendments are effective: The day this document is signed.

Adoption of Amendments

There are no members to vote on these amendments. The amendments were adopted by the Board of Directors on November 20, 2019.

Date:

Signature: 
SARAH H CHISHOLM
President

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