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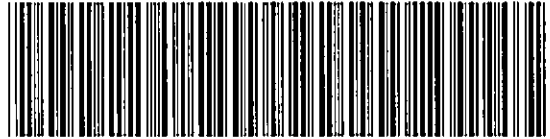
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RECORDS SECTION
TALLAHASSEE, FLORIDA

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S. YOUNG

ANDREWS & SHEA, PLLC

111 E. MONUMENT AVE., SUITE 319

KISSIMMEE, FLORIDA 34741

PHONE : 321-244-3833 FAX : 321-244-0683

November 6, 2018

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

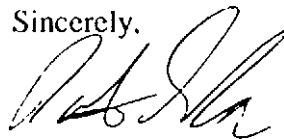
Dear Sir:

Enclosed are amended and restated Articles of Incorporation for the Kindred Pride Foundation, Inc.

The Foundation is a Not For Profit Corporation organized as of August 19, 2018 under Chapter 617 of the Florida Statutes. The attached amended and restated articles are to correct certain errors and omissions in the original Articles of Incorporation.

If you have any questions, please contact me at 321-710-7432 or
Patrick.Shea@mylawfirmflorida.com.

Sincerely,



Patrick Shea
Attorney

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KINDRED PRIDE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

These Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors on October 25, 2018.

ARTICLE I
NAME AND ADDRESS

The name of this Corporation shall be: **KINDRED PRIDE FOUNDATION, INC.** The principal office of the Corporation is located at 4122 CONWAY PLACE CIRCLE, ORLANDO, FL 32812, and the mailing address is 4122 CONWAY PLACE CIRCLE, ORLANDO, FL 32812.

ARTICLE II
CORPORATE EXISTENCE

The Corporation shall be perpetual existence unless sooner dissolved according to law.

ARTICLE III
CORPORATE PURPOSES

Section 1. The specific and primary purposes for which this corporation is formed are: (i) supporting endeavors and organizations of the Lesbian, Gay, Bi-Sexual, Transgender, Questioning, Intersex and Allied (LGBTQIA) community by producing sporting, music, and other special events with an emphasis on diversity and inclusion, (ii) assisting other charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding provisions of any future tax laws; (iii) seeking support by soliciting, receiving and administering gifts and bequest of funds and property, both restricted and unrestricted, for charitable purposes; and taking and holding, absolutely or in trust, for any such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation's Board of Directors; and (iv) exercising any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The general purpose for which this corporation is organized are exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. 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 public office.

Section 4. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempted from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 5. In the event this corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Note make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV

CORPORATE POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V

CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI

MEMBERS

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial officer(s) and/or directors of the Corporation, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Title:	PRESIDENT
Name:	WILLIAM LOOPER
Address:	4122 CONWAY PLACE CIRCLE ORLANDO, FL 32812

Title:	VICE-PRESIDENT
Name:	ALISON BURGOS
Address:	4122 CONWAY PLACE CIRCLE ORLANDO, FL 32812

Title:	SECRETARY / TREASURE
Name:	DARCY CHRIST
Address:	4122 CONWAY PLACE CIRCLE ORLANDO, FL 32812

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE IX

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such persons.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of the Corporation is 4122 CONWAY PLACE CIRCLE, ORLANDO, FL 32812, and the name of the Registered Agent at such address is WILLIAM LOOPER

ARTICLE XI

BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provide in the Bylaws.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought

shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

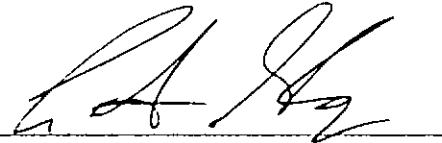
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of KINDRED PRIDE FOUNDATION, on this 6th day of November, 2018.



WILLIAM LOOPER
President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 25th day of October, 2018, by WILLIAM LOOPER, as President of KINDRED PRIDE FOUNDATION, INC., a Florida Not-For-Profit Corporation. ☒ who is personally known to me, or () who has produced _____ as identification



Signature of Notary Public
Notary Stamp/Seal:

