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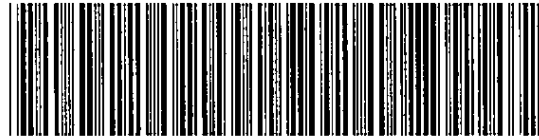
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MAR 23 2019
S. YOUNG

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19 MAR 13 PM 4:24
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Attn: Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Subject: Amended and Restated Articles of Incorporation,

Please find check for Swim Melbourne Foundation Inc.'s amended and restated Articles of Incorporation and a certified copy of the filing.
Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "John Walsh".

John Walsh -D
954.826.0507

AMENDED AND RESTATED ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S. (Not for Profit)

Swim Melbourne Foundation, Inc., a corporation organized and existing under and by virtue of the provisions of the section 617.1006, Florida Statutes (the "Act"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Swim Melbourne Foundation, Inc., and that this corporation was originally incorporated pursuant to the Act on January 9, 2019.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as follows:

ARTICLE I: NAME

The name of this corporation is Swim Melbourne Foundation, Inc. (this "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

2361 Vermont Street
Melbourne, FL 32904

ARTICLE III: PURPOSE

This Corporation is organized exclusively to promote charitable, educational, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or the corresponding applicable section of any future federal tax code.

ARTICLE IV: MANNER OF ELECTION OF BOARD

The Corporation shall be governed by a Board of Directors, the number of which shall be fixed from time to time by the By-Laws. Every current or former director, officer, employee and agent of the Corporation shall be entitled to indemnification to the full extent provided by Section 617.083 of the Florida Not For Profit Corporation Act of

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JULIA H. HARRIS, CLERK
TALLAHASSEE, FLORIDA

the State of Florida, as amended, subject to the conditions and limitations set forth therein. The Corporation may purchase insurance for indemnification. There shall be at least three (3) members of the board of directors of this Corporation. The initial members of the board of directors shall be the persons set forth in Article V. Thereafter, the election of the members of the board of directors of this Corporation shall be as set forth in the bylaws of this Corporation.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The members of the board of directors of this Corporation as of the date hereof are as follows:

John Walsh

Brianna Nederlanden

Michael Mirda

The officers of the Corporation shall be as set from time to time by the board of directors.

ARTICLE VI: LIMITATIONS ON ACTIVITIES

(a) 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 pay reasonable compensation for services rendered to the Corporation, to make reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, and to make payments and disbursements in furtherance of the purposes set forth herein.

(b) 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 any candidate for public office except as authorized under Section 501(h) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporations shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future federal tax code.

(d) In order to carry out only those general purposes heretofore set out, subject to the restrictions of this Article 6, the Corporation shall have the following powers:

(i) to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any real, personal or mixed property, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

(ii) to sell, to convey, and to dispose of any such property and to invest and to reinvest the principal thereof, and to deal with and to expend the income therefrom for any of the aforementioned purposes, without limitation, except as may be imposed by law.

(iii) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes.

(iv) to do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Corporation is formed.

Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII: DISSOLUTION

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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 VIII: REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

**John Walsh
2631 Vermont Street
Melbourne, FL 32904**

3. There are no members entitled to vote on the amendments. The amendments were adopted by the Board of Directors of this Corporation in accordance with of the Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this corporation on this __ day of January, 2019.

By: 
John Walsh, Authorized Person

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


John Walsh, Registered Agent