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Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
UPSHOT FOUNDATION, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UPSHOT FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) and restates its Articles of Incorporation:

1. The current name of the corporation is UPSHOT FOUNDATION, INC.
2. The original Articles of Incorporation for the corporation were filed on June 27, 2019, and assigned Document No. N19000007010.
3. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**ARTICLE I.
NAME**

The name of the Corporation shall be UPSHOT FOUNDATION, INC.

**ARTICLE II.
PRINCIPAL OFFICE**

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

255 South Orange Avenue, Suite 720
Orlando, Florida 32801

**ARTICLE III.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation commenced its corporate existence on June 27, 2019, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV.
PURPOSES**

The general purpose of this Corporation shall be to operate exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed

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as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V.
GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

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(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE VI. PROHIBITED ACTIVITIES

The Corporation shall not allow any part of the net earnings of the Corporation to inure to the benefit of or be distributable to any private person, member, director or officer of the Corporation (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 IV hereinabove), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of or in opposition to any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

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3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VII. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. 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, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VIII. MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE IX. REGISTERED OFFICE AND AGENT

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

Raul Socarras, P.A., a Florida professional service corporation
255 South Orange Avenue, Suite 720
Orlando, Florida 32801

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

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Acceptance

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Raul Socarras, P.A.,
A Florida professional service corporation

By: 
Juan Carlos Gomez, Vice President

BOARD OF DIRECTORS AND OFFICERS

The directors shall be elected, and the number of directors may be either increased or diminished from time to time as provided in the Bylaws, provided however, the number of directors shall **not be less than three (3)**. The names of the current officers and directors of this Corporation are:

Jennifer A. Socarras
255 South Orange Avenue, Suite 720
Orlando, FL 32801

Director, President, CEO,
Chairman of the Board

Raul Socarras
255 South Orange Avenue, Suite 720
Orlando, FL 32801

Director, Vice President, Treasurer

Juan Carlos B. Gomez
255 South Orange Avenue, Suite 720
Orlando, FL 32801

Director, Secretary

ARTICLE X.
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XI.
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

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ARTICLE XII.
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a unanimous vote of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-laws. If there are no members, then these Articles of Incorporation may be amended at any time by a resolution adopted by a unanimous vote of the directors.

ARTICLE XIII.
HEADINGS, CAPTIONS AND DEFINITIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

References to "the Code" herein shall mean the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time.

4. These Amended and Restated Articles of Incorporation were adopted on November 17, 2020

5. These Amended and Restated Articles of Incorporation shall be effective immediately upon filing with the Florida Department of State.

6. These Amended and Restated Articles of Incorporation were adopted by:

- ☐ the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ the board of directors. There were no members or members entitled to vote on the amendment.

UPSHOT FOUNDATION, INC.

By: Jennifer Socarras
Jennifer Socarras, President

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