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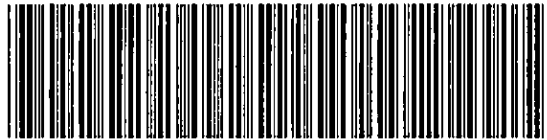
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Socratic Education Institute, Inc.

DOCUMENT NUMBER: N19000009208

The enclosed **Amended and Restated Articles of Incorporation** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Guy Zaslavsky
(Name of Contact Person)

(Firm/ Company)

17224 S. Figueroa Street #B5211
(Address)

Gardena, CA 90248
(City/ State and Zip Code)

guyzaslavsky@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Guy Zaslavsky at 347-878-2040 xxxxxxx
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

AMENDED AND RESTATED NONPROFIT ARTICLES OF INCORPORATION

OF

The Socratic Education Institute, Inc.

Document No. N19000009208

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby submits these Amended and Restated Nonprofit Articles of Incorporation for The Socratic Education Institute, Inc. (the "Corporation").

ARTICLE 1

Name

The name of the nonprofit Corporation shall be The Socratic Education Institute, Inc.

ARTICLE 2

Existence

The Corporation shall have perpetual existence.

ARTICLE 3

Members

The Corporation shall not have members.

ARTICLE 4

Registered Agent and Office

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

Registered Agents Inc
7901 4th St N Ste 300
St. Petersburg, FL 33702
Pinellas County

ARTICLE 5

Principal Office

The street address of the principal office is:

17224 S. Figueroa Street #B5211
Gardena, CA 90248

ARTICLE 6

Mailing Address

The mailing address of the Corporation is:

17224 S. Figueroa Street #B5211

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ARTICLE 7
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 directors are selected by the Incorporator.

ARTICLE 8
Indemnification

The Corporation indemnifies any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

ARTICLE 9
Purpose

The Socratic Education Institute, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and herein stated as follows:

The Socratic Education Institute, Inc. will provide education and related services to students worldwide through an adaptive learning platform and technologies, as well as via other online and offline methods. Its programs are designed to offer quality education programs that transcend socio-economic and other barriers to gaining equal access to education.

The Socratic Education Institute, Inc. may seek to collaborate with other nonprofit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively as an educational and charitable purposes for the development of technologies that further the purposes stated in these Amended and Restated Articles of Incorporation.

At times, per the discretion of the board of directors, the Corporation may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

The character and essence of the Corporation is the same as the purpose.

Solely for the above purposes, the Corporation is empowered to and may exercise all other powers and authority now or hereafter conferred upon nonprofit Corporations in the State of Florida.

ARTICLE 10

Nonprofit Nature

The Socratic Education Institute, Inc. is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future code. No part of the net earnings of The Socratic Education Institute, Inc. shall inure to the benefit of, or be distributable to its members, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (c) by a Corporation organized under the Florida Nonprofit Corporation Act as now existing or hereafter amended.

The Socratic Education Institute, Inc. is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

ARTICLE 11 **Prohibited Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 9. 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. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. Nor shall the Corporation carry on any activities not permitted to be carried on (1) by a Corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (3) by a Corporation organized under the Florida Nonprofit Corporation Act as now existing or hereafter amended.

ARTICLE 12 **Distributions Upon Dissolution**

Upon termination or dissolution of The Socratic Education Institute, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of The Socratic Education Institute, Inc. hereunder shall be selected by the discretion of a majority of the Board of Directors of The Socratic Education Institute, Inc., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Socratic Education Institute, Inc. by one (1) or more members of its Board of Directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE 13 **Amendments**

There are no members or members entitled to vote on amendments. Any amendment to these Amended and Restated Nonprofit Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE 14 **Inconsistent Provisions**

In the event of any conflict between the provisions of these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of these Amended and Restated Articles of Incorporation shall prevail.

ARTICLE 15 **Incorporator**

The name and address of the Incorporator is:

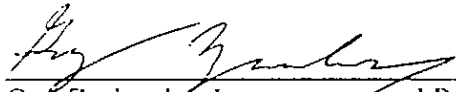
Guy Zaslavsky
The Socratic Education Institute, Inc.
17224 S. Figueroa Street #B5211
Gardena, CA 90248

ARTICLE 16 **Adoption of Amended and Restated Articles**

There are no members or members entitled to vote on the amendments. Permanent Directors of the Corporation have not been elected. These Amended and Restated Articles of Incorporation were adopted by the Incorporator who is Provisional Director until the Board of Directors is elected this 30th day of December, 2019.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this Corporation and every year thereafter to maintain "active" status.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation this 30th day of December, 2019.



Guy Zaslavsky, Incorporator and Provisional Director