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SACHER, MARTINI & SACHER, P.A.

A T T O R N E Y S   A T   L A W

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305 448-8000 • Facsimile: 305 446-9286

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Melissa R. Smith  
Natalie E. Urbeta

September 30, 2019

Via Federal Express, Tracking # 8146 6571 1970

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re:     BaseCamp305, Inc.  
         Florida Document Number N19000009601  
         Our File No. 6336

Dear Sir/Madam:

On behalf of the above-referenced not for profit corporation, I enclose herewith an original and one (1) copy of the fully executed Articles of Restatement of Articles of Incorporation, together with our firm check in the amount of \$43.75.

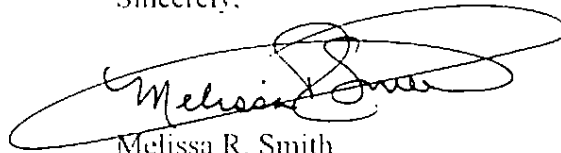
Please have the original copy of the Articles of Restatement of Articles of Incorporation filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$43.75

Thank you for your attention to this matter.

Sincerely,



Melissa R. Smith

MRS:

Enclosures

cc:     Mr. John Marshall (*via email only*)

ARTICLES OF RESTATED  
OF  
ARTICLES OF INCORPORATION  
OF  
BASECAMP305, INC.

PREAMBLE

Pursuant to the provisions of section 617.1007, Florida Statutes, and in accordance with the By-Laws of the Corporation, BaseCamp305, Inc., a Florida not for profit corporation, Florida Document Number N19000009601, under its corporate seal and the hands of its President hereby certifies that the Board of Directors of the Corporation, by unanimous written consent dated September 23, 2019, adopted the following Articles of Restatement of Articles of Incorporation of BaseCamp305, Inc. There are no Members entitled to vote on any amendments contained herein.

ARTICLE I  
NAME

The name of the Corporation shall be:

BaseCamp305, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

224 2nd Street  
Miami Beach, Florida 33139

The mailing address of the Corporation shall be:

P. O. Box 191038  
Miami Beach, Florida 33119

ARTICLE III  
GENERAL NATURE OF BUSINESS

The Corporation is organized exclusively for educational purposes, so as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended

The general nature of the business to be transacted by the Corporation is:

(1) To operate as an educational organization which maintains a regular faculty and curriculum and has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on;

(2) To provide for scholarships, loans, grants and other financial aid for such candidates as may be approved pursuant to qualification requirements established by the Board of Directors and approved by the Internal Revenue Service, in accordance with applicable limitations of the Code; and

(3) In general, to carry out the purposes described in Paragraphs (1) and (2) hereof, to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

#### ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of the Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent 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; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in §503 of the Code, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V  
CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI  
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII  
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VIII  
MEMBERSHIP

The Members of the Corporation shall consist of John Marshall and such person or persons or organization or organizations as John Marshall may appoint from time to time. John Marshall shall take into account the interest of each such person or organization in determining eligibility for membership.

ARTICLE IX  
SUBSCRIBER

The name and street address of the subscriber of these Articles of Restatement of Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
John Marshall	P. O. Box 191038 Miami Beach, Florida 33119

ARTICLE X  
DIRECTORS

(1) The affairs of the Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) directors, who shall be elected in accordance with the By-Laws.

(2) The names and street addresses of the Directors until the first election of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
John Marshall	P. O. Box 191038 Miami Beach, Florida 33119
Diana DellaRatta	P. O. Box 191038 Miami Beach, Florida 33119
Jeffry Baum	P. O. Box 191038 Miami Beach, Florida 33119

#### ARTICLE XI OFFICERS

(1) The affairs of the Corporation will be managed by a President, Vice-President, Secretary-Treasurer, and such other officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(3) The names and street addresses of the officers of the Corporation who are to serve until the first appointment under these Articles of Restatement of Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
John Marshall	President	P. O. Box 191038 Miami Beach, Florida 33119
Jeffry Baum	Vice President	P. O. Box 191038 Miami Beach, Florida 33119
John Marshall	Secretary	P. O. Box 191038 Miami Beach, Florida 33119
John Marshall	Treasurer	P. O. Box 191038 Miami Beach, Florida 33119

ARTICLE XII  
BY-LAWS AND AMENDMENTS

(1) The By-Laws of the Corporation shall be adopted by the vote of the majority of the Members of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Members of the Corporation.

(2) The provisions of these Articles of Restatement of Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

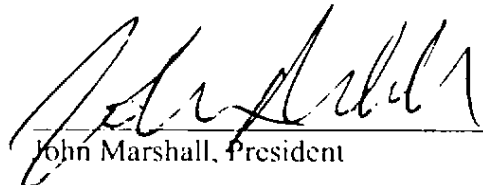
ARTICLE XIII  
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, BaseCamp305, Inc., desiring to organize under the laws of the State of Florida has designated its initial registered office as Levine Kellogg Lehman Schneider & Grossman LLP, 201 South Biscayne Boulevard, 22<sup>nd</sup> Floor, Miami Center, Miami, Florida 33131, Miami-Dade County, Florida, and has named Stuart Grossman, Esq. as its Registered Agent who is located at such address.

ARTICLE XIV  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

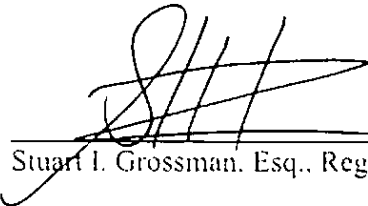
IN WITNESS WHEREOF, said Corporation has caused these Articles of Restatement of Articles of Incorporation to be signed by its duly authorized representative this 24 day of September, 2019.

  
\_\_\_\_\_  
John Marshall, President



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for BaseCamp305, Inc., at place designated in ARTICLE XIII of the Articles of Restatement of Articles of Incorporation to which this Acknowledgment is attached, the undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as Registered Agent.

  
\_\_\_\_\_  
Stuart I. Grossman, Esq., Registered Agent