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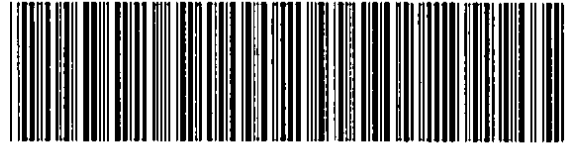
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2021 NOV 23 AM 9:03

STANDARD



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2021 NOV 23 PM 1:19

November 10, 2021

WENDY VERITY
200 SOUTH ANDREWS AVENUE
SUITE 600
FORT LAUDERDALE, FL 33301

SUBJECT: TECH305, INC.
Ref. Number: N21000008091

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

Letter Number: 821A00027341

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TECH305, INC.

DOCUMENT NUMBER: N21000008091

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Wendy M. Verity
Name of Contact Person
PBY&A
Firm/ Company
200 South Andrews Avenue, Suite 600
Address
Fort Lauderdale, Florida 33301
City/ State and Zip Code
wverity@pbylaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wendy M. Verity at (954) 566-7117
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
ARTICLES OF INCORPORATION
OF
TECH305, INC.**

FILED
2021 NOV 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby adopt the following Amended and Restated Articles of Incorporation for the above-named corporation with Document Number N21000008091, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and hereby adopts, makes, signs and delivers these Amended and Restated Articles of Incorporation for TECH305, Inc.:

**ARTICLE I
Name**

The name of the corporation is TechNolij, Inc. (hereinafter the "Corporation").

**ARTICLE II
Duration**

The period of the corporation's duration is perpetual.

**ARTICLE III
Purpose**

The purpose for which the corporation 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.

Without limiting the generality of the foregoing, the purposes of this Corporation shall be to provide sustainable workforce and entrepreneurial development solutions that increase the participation of women and minorities in the field of technology and innovation.

**ARTICLE IV
501(c)(3) Limitations**

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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to TechNolij, Inc. 501(c)(3) exempt purpose(s)) and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

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.

If this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the Internal Revenue Code the following provisions apply: (a) the Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; (b) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (c) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (d) the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and (e) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Powers

The corporation has the power to engage in any lawful activity under the Florida Not for Profit Corporation Act of the State of Florida, including opening and operating a bank account.

ARTICLE VI

Registered Agent

The name and address of the current registered agent is: Ted Lucas, 919 4th Street, Miami Beach, Florida 33129.

ARTICLE VII

Principal Office and Mailing Address

The complete street address and mailing address of the initial designated principal office is: 919 4th Street, Miami Beach, Florida 33129

Article VIII

Duration and Membership

The period of duration is perpetual. The corporation shall have no members but shall be governed by a self-perpetuating Board of Directors as set forth in the corporation's bylaws.

Article IX
Directors and Officers

The corporations' initial Board of Directors and Officers shall be comprised of the following persons:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Ted Lucas	Chairman, Director	919 4 th Street, Miami Beach, Florida 33129
Patrick Cohen	President, Director	919 4 th Street, Miami Beach, Florida 33129
Theodore Lucas III	Treasurer, Director	919 4 th Street, Miami Beach, Florida 33129
Lucas R. Teenar	Secretary, Director	919 4 th Street, Miami Beach, Florida 33129

Directors shall be elected as set forth in the corporation's bylaws.

ARTICLE X
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 Internal Revenue 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.

ARTICLE XI
Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XII
Restrictions

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.


The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII

These restated Articles of Incorporation consolidate all amendments into a single document.

The corporation shall have no members. The board of directors has adopted these Amended and Restated Articles of Incorporation to be effective as of November 22, 2021.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation to be effective as of November 22, 2021.



Ted Lucas, Chairman