

N22000003309

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

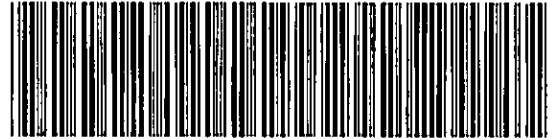
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

09/26/22

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JONATHAN
LEGAL & STRATEGIC ADVISORY SERVICES



Jonathan B. Kim, P.A.
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www.jbkpa.com

Admitted: CT, DC, FL, GA, MA, NY

September 20, 2022

VIA USPS – EXPRESS DELIVERY

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

Re: Crypto-Blockchain Bar Association, Inc. – Document #: N22000003309

Dear Sir or Madam:

Following recent consultation with accountants for the above-referenced Florida Not for Profit Corporation, we have been advised that, to the extent the Corporation intends to seek recognition by the United States Internal Revenue Service as a tax-exempt organization, the more appropriate recognition the Corporation should seek would be under IRC Section 501(c)(6) vs. Section 501(c)(3). The reason is because the Corporation will exist primarily to benefit its members who share a common business interest, rather than educating the general public.

Accordingly, the proposed amendments to the Corporation's Articles of Incorporation are enclosed, which include amendments to:

- Article III Purpose
- Article VII Not in Furtherance of Tax-Exempt Purposes

A new address for the Corporation's principal office, mailing address and address for its continuing Registered Agent is also reflected in the amendment.

Sincerely,

Jonathan B. Kim

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CRYPTO-BLOCKCHAIN BAR ASSOCIATION, INC.

DOCUMENT NUMBER: N22000003309

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

Please return all correspondence concerning this matter to the following:

JONATHAN B. KIM

(Name of Contact Person)

JONATHAN B. KIM, P.A.

(Firm/ Company)

50 MINORCA AVE, SUITE 810

(Address)

CORAL GABLES, FL 33134

(City/ State and Zip Code)

JBK@JBKPA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JONATHAN B. KIM

(305) 215-1553

at

(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 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 checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

CRYPTO-BLOCKCHAIN BAR ASSOCIATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N22000003309

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

50 MINORCA AVE

SUITE 810

CORAL GABLES, FL 33134

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

50 MINORCA AVE

SUITE 810

CORAL GABLES, FL 33134

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

50 MINORCA AVE, SUITE 810

(Florida street address)

New Registered Office Address:

CORAL GABLES

(City)

Florida 33134

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	PT	John Doe
<input checked="" type="checkbox"/> Remove	V	Mike Jones
<input checked="" type="checkbox"/> Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	PTS	JONATHAN B. KIM	50 MINORCA AVE, SUITE 810 CORAL GABLES, FL 33134
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

F. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Article III Purpose - Shall hereby be revised to read as follows:

The specific purpose for which the corporation is organized is:

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY AS A BUSINESS LEAGUE
WITHIN THE MEANING OF SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE
CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW), AND THE

PURPOSES AND OBJECTIVES OF THIS CORPORATION SHALL BE AS FOLLOWS:

A. TO PROVIDE EDUCATIONAL OPPORTUNITIES TO MEMBERS REGARDING LEGAL AND REGULATORY ISSUES AND DEVELOPMENTS AFFECTING DIGITAL ASSETS AND BLOCKCHAIN TECHNOLOGIES;

B. TO PROMOTE LOCAL, REGIONAL AND NATIONAL RELATIONSHIPS FOR THE INTERCHANGE OF IDEAS AND DISSEMINATION OF MATERIAL RELATED TO DIGITAL ASSETS AND BLOCKCHAIN TECHNOLOGIES.

C. TO PROMOTE AND ENCOURAGE ETHICAL AND PROFESSIONAL CONDUCT OF THE MEMBERS;

D. TO CULTIVATE PROFESSIONAL AND SOCIAL RELATIONS AMONG THE MEMBERS;

E. TO TAKE SUCH STEPS AS ARE PROPER AND NECESSARY IN ORDER TO PROMOTE BETTER RELATIONS AND SECURE PROPER ADVANTAGES FOR MEMBERS FROM REGULATORY AND OTHER AGENCIES;

F. TO TAKE ALL OTHER APPROPRIATE ACTION IN FURTHERANCE OF SUCH PURPOSES; AND

G. CONSISTENT WITH THE ABOVE, TO EXERCISE ALL POWERS AVAILABLE TO CORPORATIONS ORGANIZED PURSUANT TO THE FLORIDA NOT FOR PROFIT CORPORATION ACT.

See additional sheets for other amendments.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

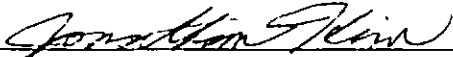
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 09/20/22

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JONATHAN B. KIM
(Typed or printed name of person signing)

PRESIDENT, TREASURER, SECRETARY
(Title of person signing)

Article VII Not in Furtherance of Tax -Exempt Purposes - Shall hereby be revised to read as follows:

- A. THE CORPORATION SHALL NOT ENGAGE IN ANY ACTIVITY THAT IS UNLAWFUL UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY JURISDICTION WHERE SUCH ACTIVITIES ARE CARRIED ON.
- B. THE CORPORATION SHALL NOT HAVE OR EXERCISE ANY POWER OR AUTHORITY EITHER EXPRESSLY, BY INTERPRETATION, OR BY OPERATION OF LAW, NOR SHALL IT DIRECTLY OR INDIRECTLY ENGAGE IN ANY ACTIVITY, THAT WOULD PREVENT IT FROM QUALIFYING (AND CONTINUING TO QUALIFY) AS A CORPORATION DESCRIBED IN SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE OF 1986 (OR THE CORRESPONDING PROVISION OF ANY SUBSEQUENT FEDERAL TAX LAWS).
- C. NO PART OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS INCORPORATORS, DIRECTORS, OFFICERS, OR OTHER PERSONS HAVING A PERSONAL OR PRIVATE INTEREST IN THE CORPORATION, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES ACTUALLY RENDERED AND TO MAKE REIMBURSEMENT IN REASONABLE AMOUNTS FOR EXPENSES ACTUALLY INCURRED IN CARRYING OUT THE PURPOSES SET FORTH IN ARTICLE III HEREOF.
- D. THE CORPORATION SHALL NOT CARRY ON PROPAGANDA OR OTHERWISE ATTEMPT TO INFLUENCE LEGISLATION TO AN EXTENT THAT WOULD DISQUALIFY IT FOR TAX EXEMPTION UNDER SECTION 501(C)(6).
- E. NEITHER THE WHOLE, NOR ANY PART OR PORTION, OF THE ASSETS OR NET EARNINGS OF THE CORPORATION SHALL BE USED, NOR SHALL THE CORPORATION EVER BE OPERATED, FOR OBJECTS OR PURPOSES OTHER THAN THOSE SET FORTH IN ARTICLE III HEREOF.
- F. UPON DISSOLUTION OF THE CORPORATION, ALL OF ITS ASSETS AND PROPERTY OF EVERY NATURE AND DESCRIPTION REMAINING AFTER THE PAYMENT OF ALL LIABILITIES AND OBLIGATIONS OF THE CORPORATION (BUT NOT INCLUDING ASSETS HELD BY THE CORPORATION UPON CONDITION REQUIRING RETURN, TRANSFER, OR CONVEYANCE, WHICH CONDITION OCCURS BY REASON OF THE DISSOLUTION) SHALL BE PAID OVER AND TRANSFERRED TO ONE OR MORE ORGANIZATIONS WHICH ENGAGE IN ACTIVITIES SUBSTANTIALLY SIMILAR TO THOSE OF THE CORPORATION AND WHICH ARE THEN QUALIFIED FOR EXEMPTION FROM FEDERAL INCOME TAXES AS ORGANIZATIONS DESCRIBED IN

SECTIONS 501(C)(3) OR (C)(6) OF THE INTERNAL REVENUE CODE OF 1986
(OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT
FEDERAL TAX LAWS).