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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MIAMI-DADE POLICE GUARDIAN FOUNDATION, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MIAMI-DADE POLICE GUARDIAN FOUNDATION, INC.

(A Florida Not-For-Profit Corporation)

The undersigned, Nicholas Hammerschlag, Director of MIAMI-DADE POLICE GUARDIAN FOUNDATION, INC., a Florida corporation (the "Corporation"), states as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of the State of Florida on September 16, 2022 under Document No. N22000010762.
2. The Board of Directors of the Corporation desire to amend and restate the Articles of Incorporation in their entirety.
3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of Miami-Dade Police Guardian Foundation, Inc. and are effective as of November 21, 2024 (the "Effective Date").
4. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned certifies, attests and serves notice that the Articles of Incorporation of the Corporation are amended and restated in their entirety, as of the Effective Date, to read as follows:

ARTICLE 1

NAME

The name of the corporation shall be MIAMI-DADE POLICE GUARDIAN FOUNDATION, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3480 Main Highway, Suite 403, Miami, Florida 33133.

ARTICLE 3

PURPOSE

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

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(a) To develop funding resources for the benefit of the Miami-Dade County police departments to support their efforts to safeguard Miami-Dade County from terrorism and intentional acts of violence; and

(b) To carry on such other activities in furtherance of the foregoing purpose as are lawful and proper for corporations formed under the Florida Not-for-Profit Corporation Act and exempt from federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE 4

##### MEMBERSHIP

The Corporation shall have no members.

#### ARTICLE 5

##### INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered office of the Corporation is Nicholas Hammerschlag, 3480 Main Highway, Suite 403, Miami, Florida 33133.

#### ARTICLE 6

##### INITIAL OFFICERS AND/OR DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors and officers of the Corporation are as follows:

Nicholas Hammerschlag, President  
3480 Main Highway, Suite 403  
Miami, Florida 33133

Frank Quesada, Director  
1313 Ponce de Leon Boulevard, Suite 200  
Coral Gables, Florida 33134

Sankesh Abbhi, Director  
3121 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

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ARTICLE 7

INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation are:

Nicholas Hammerschlag  
3480 Main Highway, Suite 403  
Miami, Florida 33133

ARTICLE 8

DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), or shall be distributed to the federal government, or to a state or local government or agency thereof, as selected by the Board of Directors, for a public purpose.

ARTICLE 9

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

*[signature page to follow]*

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The undersigned Director has executed these Amended and Restated Articles of Incorporation as of this November 21, 2024 (the "Effective Date").

*Nicholas Hammerschlag*

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Nicholas Hammerschlag, Director and President**FILED****2024 NOV 21 AM 10:29****SECRETARY OF STATE  
TALLAHASSEE, FL**

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