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☐ Limited Liability	Change of Registered Agent
☐ Domestication	Dissolution/Withdrawal
Other	Merger
OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Report	Foreign
☐ Fictitious Name	Limited Partnership
	Reinstatement
	Trademark
	Other

CR2E031(7/97)

Examiner's Initials

2/19/00

SECOND AMENDED ARTICLES OF INCORPORATION OF

FOUNDATION FOR INTERNATIONAL SPACE COMMERCE AND LAW, INC. (a nonprofit corporation)

The undersigned incorporator, for the purpose of for corporation under the Florida Business Corporations Not For Act, hereby amends the Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be

FOUNDATION FOR INTERNATIONAL SPACE COMMERCE AND LAW, INC.

ARTICLE II -- ADDRESS

The principal place and mailing address of business of the corporation shall be:

1 North First Street #15 Cocoa Beach, Fl 32931

ARTICLE III -- PURPOSES

This corporation is formed for the purpose of providing assistance, coordination and support to individuals and groups who desire to study, draft, or participate in activities related to space, the aerospace industry, research and design of programs for space or private assistance to such groups and to promote the peaceful use of space. This corporation may have offices throughout the world. This corporation may have any purpose lawfully allowed as a not for profit corporation under Chapter 617, Florida Statutes.

As adopted February 18, 2002 by the directors. There are no members.

This organization is organized strictly for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations that qualify as exempt organization under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV -- POWERS

This corporation may exercise any and all powers as are in furtherance of the purposes of its organization and as are enumerated in section 617.0302, Florida Statutes(1996), providing such powers are permitted so as to provide a tax exempt status as determined by the U.S. Department of Treasury, Internal Revenue Service.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence

As adopted February 18, 2002

legislation, and the organization shall not participate in or intervene in(including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V -- MEMBERS

There are no members with voting rights.

- A. The members of this corporation shall have no right nor interest in the property of the corporation except that the corporation shall be authorized to pay members reasonable amounts for services rendered.
- B. The qualifications of the members, the manner of their admission and termination of membership, and voting by members shall be as stated in the By-Laws.
 - C. Membership in this corporation is fully transferable.

ARTICLE VI -- REGISTERED AGENT

The name and address of the registered agent of the corporation is Joyce Sibson Dove, Attorney at Law, 203 North Franklin Blvd, Tallahassee, Florida 32301.

ARTICLE VII -- INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

As adopted February 18, 2002

James D. Leary 1 North First Street #15 Cocoa Beach, Florida 32931

ARTICLE VIII -- DIRECTORS

The number of directors constituting the board of directors of the corporation are five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and shall qualify are:

NAME	ADDRESS
James D. Leary	1 North First Street #15
	Cocoa Beach, Florida 32931
Janice Bellucci	158 Deer Run Lane
	Santa Maria, Ca 93455
Adam Goldman	6150 Gulfport Blvd #207
	St. Petersburg, FL 33707
Lucinda Roberts	4455 SW 34th St. #M68
	Gainesville, FL 32608
Regina Brozowski	200 First Ave #306
	St. Petersburg Beach, FL 33706

The directors shall be elected in the manner which is prescribed in the bylaws. The number of directors may be increased by provision in the bylaws.

ARTICLE IX -- AMENDMENTS

Amendments to these Articles shall be adopted by a vote of two As adopted February 18, 2002

thirds of the directors present at a meeting called for that purpose as provided for in the By-Laws.

ARTICLE X -- DISSOLUTION

Upon 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 corresponding section of any future federal tax code, or shall be distributed to the federal government or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the court of Florida, so organized for such purpose, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

The undersigned has executed these Second Amended Articles of Incorporation this February 18, 2002 and they are effective February 18, 2002.

FOR THE CORPORATION:

President

JAMES LEARY JR.