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TALLAHASSEE, FLORIDA

Amend/Restate
SEP 30 2013

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Florida Department of State
Amendment Section, Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

To: Amendment Section
Division of Corporations

Name of Corporation: Turnip Digital, Inc.
Document Number: P04000120283

Please file the attached amendment, Second Amended and Restated Articles of Incorporation To Articles of Incorporation of Turnip Digital, Inc.

Please return all correspondence related to this filing to:

Mary Anne Havriluk
Turnip Digital, Inc.
3003 N. Meridian Road
Tallahassee, FL 32312
mhavriluk@turnipdigital.com

For any further information needed, please call Mary Anne Havriluk at 850.208.3832.

A \$43.75 check for the Filing Fee and Certificate of Status, made payable to the Florida Department of State, is included with this letter.

Sincerely,

Mary Anne Havriluk
Corporate Secretary

**Second Amended and Restated Articles of Incorporation
to
Articles of Incorporation
of
Turnip Digital, Inc.**

FILED
13 SEP 23 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1002, 607.1006 and 607.1009, Florida Business Corporation Act, the following Articles of Incorporation of Turnip Digital, Inc., a Florida corporation, filed in Tallahassee on August 19, 2004, are hereby amended in the following manner.

Article I Name

The Name of the Corporation shall be Turnip Digital, Inc.

Article II Principal Office

The principal place of business/mailing address is

3003 N. Meridian Road
Tallahassee, FL 32312

Article III Purpose

The purpose for which this corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act") as set forth in Section 607.0101 of the Act.

Article IV Shares

This Corporation is authorized to issue Ten Million (10,000,000) shares, \$.01 par value per share, which shall be designated as "Common Stock."

Article V Officers and Directors

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. The Corporation shall have at least two (2) and no more than fifteen (15) directors.

Article VI

In furtherance and not in limitation of the powers conferred by statute, The Board of Directors of the Corporation is expressly authorized to make, alter, amend, or repeal the bylaws of the Corporation.

Article VII

Election of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

Article VIII

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a Director or Officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding") by reason of fact that he or she is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she was a director, officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither an amendment nor repeal of this Article, nor the adoption of any provision of these Amended or Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Article IX

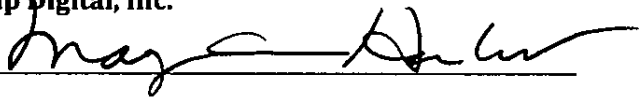
Except as provided in Article VIII above, The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The forgoing Amended and Restated Articles were adopted by the directors of the Corporation; shareholder action was not necessary.

IN WITNESS WHEREOF, the Corporation has caused the Second Amended and Restated Articles of Incorporation to be signed and attested by its duly authorized officer this 15th day of August, 2013.

Turnip Digital, Inc.

By: _____

 8/15/13

Mary Anne Havriluk
Corporate Secretary