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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ROYAL NORTHGATE GROWTH & INCOME, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

ROYAL NORTHGATE GROWTH & INCOME, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be **Royal Northgate Growth & Income, Inc.**

ARTICLE II

The principal place of business shall be 2200 Front Street, Suite 301, Melbourne, Florida 32901. The principal mailing address shall be 105 S. Riverside Dr. Ste 131, Indialantic, Florida 32903.

ARTICLE III

The number of shares of stock that this corporation is authorized to issue: One million (1,000,000) shares of Class A voting common stock, \$.001 par value per share; Thirty million (30,000,000) shares of Class B non-voting common stock, \$.001 par value per share; and Thirty million (30,000,000) shares of non-voting preferred stock, \$.001. par value per share. The preferred stock shall entitle the holders thereof to receive out of surplus of the Corporation dividends of 5% per year before any dividend shall be set apart or paid on the common stock until the cumulative dividends paid to the holders of the preferred stock total all amounts paid to the Corporation in connection with the issuance of the preferred shares. Said dividends may be paid in cash or shares of Class B non-voting common stock one share of which shall be equivalent to \$1.00 cash. The preferred shares shall be convertible into Class B common stock, at the sole discretion of the Board of Directors, at the rate of 5 shares of Class B common stock for each share of preferred stock.

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Upon dissolution, whether voluntary or involuntary, the holders of preferred stock shall first be entitled to receive, out of the net assets of the Corporation, any difference between total dividends previously paid to such holders and total consideration paid to the Corporation for the preferred shares. In all other respects not described hereinabove the rights attendant to common stock and preferred stock, once issued shall be identical in all respects.

This Corporation is not authorized to issue shares in less than whole shares.

Every Shareholder of common stock of the Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE IV

The name and Florida street address of the initial registered agent are Gary B. Frese, 2200 Front Street, Suite 301, Melbourne, Florida 32901.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is Gary B. Frese, 2200 Front Street, Suite 301, Melbourne, Florida, 32901.

ARTICLE VI

This Corporation commenced upon the execution of these Articles of Incorporation and shall exist perpetually.

ARTICLE VII

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida or the United States.

ARTICLE VIII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of the person who shall serve as Director until

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the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

COLIN PREST 105 S. Riverside Dr. Ste 131
Indialantic, Florida 32903

CAROL KNOUSE 105 S. Riverside Dr. Ste 131
Indialantic, Florida 32903

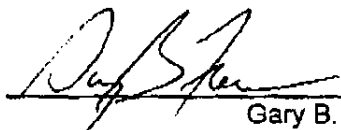
ARTICLE IX

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.


ARTICLE X

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 26th day of June 2015.


Gary B. Frese

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Gary B. Frese
Registered Agent

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FAX NO. 321 951 3741

JUL-31-2015 FRI 09:14 AM FRESE HANSEN


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**CONSENT TO ACTION TAKEN WITHOUT A MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
ROYAL NORTHGATE GROWTH & INCOME**

The following action was taken without a meeting of the Board of Directors of **ROYAL NORTHGATE GROWTH & INCOME**, a Florida corporation (the "Corporation") by unanimous consent of the Board of Directors and all Shareholders, pursuant to Florida Statutes 607.0821 and 607.0704:

BE IT RESOLVED, that all Shareholders and Directors approve the Amended and Restated Articles of Incorporation of Royal Northgate Growth & Income a copy of which is attached hereto as **Exhibit A.**

DATED this 28th day of July, 2015.



Colin Prest, Director and Shareholder



Carol Knouse, Director and Shareholder

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