

AMENDED AND RESTATED ARTICLES OF INCORPORATION
- of -
FLORIDA BLOCKCHAIN BUSINESS ASSOCIATION, INC.
(Made Pursuant to F.S. §617.1007)

COMES NOW, the undersigned Directors of the Florida Blockchain Business Association, Inc. (hereinafter, the “**Corporation**”) and, desiring to file this Amended and Restated Articles of Incorporation (hereinafter, the “**Amended Articles**”) with the Florida Secretary of State such that upon filing, the Amended Articles shall supersede the existing Articles of Incorporation together with any amendments which have been made thereto, do hereby state the following:

ARTICLE 1: NAME AND ADDRESS

The name of the Corporation is Florida Blockchain Business Association, Inc., and its principal office is located is at 5095 Fiorella Lane, Sanford, FL 32771, with the same address to serve also as the Corporation’s mailing address.

ARTICLE 2: PURPOSE

The Corporation is formed as an association to act on behalf of persons and businesses sharing a common interest, to promote such interest, and to engage in any lawful activity permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and any successive regulation thereto (the “**Code**”).

More specifically, the purposes of the Corporation include, without limitation, the promotion, protection, and standardization of distributed ledger technologies and its derivatives, and related systems and transactions (e.g. blockchain, cryptocurrencies, and smart contracts) (collectively, the “**Technology**”), utilized or developed by persons and businesses in Florida. Further, the Corporation intends to promote the adoption of regulations at the federal, state and local level which are positive toward the adoption and utilization of the Technology in Florida by business and government, within the meaning of Section 501(c)(6) of the Code. Additionally, the Corporation may engage in education and outreach activities related toward the successful realization of these purposes. The purposes of the Corporation are limited exclusively to the promotion of these common interests as set forth herein.

ARTICLE 3: DIRECTORS

The Corporation shall have no voting members. All of the Corporation’s affairs shall be managed by a Board of Directors who shall serve the Corporation pursuant to provisions of F.S. §617 which govern the position and conduct of Directors, until such time as they may be removed or their authority changed according to the means provided for in the Corporation’s Bylaws. The Corporation shall update the names and addresses of the Directors on file with the State of Florida on an annual basis, as necessary.

ARTICLE 4: POWERS

For so long as the same are in conformance with the purposes of the Corporation set forth in Article 2 above, the Corporation may, but is not required to, take those actions and engage in the activities authorized by F.S. §617.0302, and also that which may be authorized generally by F.S. §617, as the same

may be lawfully modified by the Corporation's Bylaws. Notwithstanding anything to the contrary herein, the Corporation shall only exercise those powers as are set forth in furtherance of the exempt purposes set forth in Section 501(c)(6) of the Code.

ARTICLE 5: LIMITATIONS ON POWERS

All of the Corporation's assets and earnings shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its Directors or Officers, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 2 above. Notwithstanding any other provision of these Amended Articles, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(6) of the Code. The Corporation shall have no capital stock, pay no dividends, nor distribute any of its net income or assets to any Directors or Officers.

ARTICLE 6: REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 5095 Fiorella Lane, Sanford, FL 32771, and the name of the registered agent is Samuel Armes. Any changes to the Corporation's registered office or agent must be made pursuant to the Corporation's Bylaws, with notice of such change being properly filed the Florida Secretary of State.

ARTICLE 7: INCORPORATOR

The name of the Corporation's Incorporator is Gregory M. Karch, Esq., with a street address of 400 N. Tampa Street, Ste. 2840, Tampa, FL 33602.

ARTICLE 8: BYLAWS

The Corporation shall be considered a sovereign body, shall have all the rights and powers granted to it pursuant to F.S. §617 *et. seq.*, that are reasonably necessary to accomplish the purposes of the Corporation stated herein, and the regulation of its internal affairs shall be governed by its Bylaws inasmuch as the Bylaws are not proscribed by F.S. §617. The Board of Directors shall adopt Bylaws for governing the Corporation's internal affairs, the conduct of its business and the carrying out of its purposes, as necessary.

ARTICLE 9: AMENDMENTS

These Amended Articles may be amended, supplemented, or repealed by a unanimous vote in the affirmative of the Directors present at any meeting at which a quorum is present, with notice given to Directors of the proposed amendment no less than ten (10) days before the amendment is to be considered. Required notices and computation of time shall be conducted as provided for in the Corporation's Bylaws. Alternatively, such action may be taken by a written resolution expressing unanimous approval by all of the Directors.

ARTICLE 10: DISSOLUTION

The Corporation may not sell, convey, encumber, transfer or otherwise dispose of all or substantially all of its assets, be wound up, or otherwise dissolved without an express, written resolution with the unanimous approval of such action by all the Directors. Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation in such manner as the Directors shall determine, as long as such disposition is in conformity with the requirements of F.S. §617 regarding dissolution¹, the distribution of assets², and for the resolution of known and unknown claims³, or to such organization organized and operated exclusively for the same or similar purposes of the Corporation that shall, at the time, qualify as an exempt organization under Section 501(c)(6) of the Code. None of the assets will be distributed to any Director or Officer of the Corporation.

IN WITNESS WHEREOF, the undersigned Directors have affixed their signatures in execution of these Amended and Restated Articles of Incorporation on this 25th day of July 2019.

DocuSigned by:
Samuel J. Armes
9485EC63079A481...
Mr. Samuel Armes
President & Director

DocuSigned by:
Rosa Shores
902C20775AE94BE...
Ms. Rosa Shores
Vice President & Director

DocuSigned by:
Anessa Santos
B30A8C497FA745D...
Ms. Anessa Allen Santos
Secretary & Director

DocuSigned by:
Lennart Lopin
426436CF0F2847D...
Mr. Lennart Lopin
Director

DocuSigned by:
Eryka Gemma
92A60ZDA40E548F...
Ms. Eryka Gemma
Director

¹ See Fla. Stat. §§617.1402 and 617.1403 (2018).

² See Fla. Stat. §617.1406 (2018).

³ See Fla. Stat. §§617.1407 and 617.1408 (2018).