

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BURNT ORANGES, INC.**

Pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act, Burnt Oranges, Inc., a Florida corporation (the “**Corporation**”) hereby adopts the following Amended and Restated Articles of Incorporation (“**Amended Articles**”) in substitution for the prior Articles of Incorporation. The prior Articles of Incorporation were filed with the Florida Secretary of State on January 18, 2008.

ARTICLE I - NAME

The name of the Corporation is Burnt Oranges, Inc.

ARTICLE II – PURPOSE

The Corporation is organized for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and for the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purposes of this corporation are: to advance radical self-expression, interactive art, and positive social change, and to engage in any other lawful activities permitted under the Act. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such charitable purposes only.

ARTICLE III – PROHIBITIONS

Notwithstanding any other provision of these Amended Articles or the Third Amended and Restated Bylaws, 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 or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV - TERM OF EXISTENCE

The Corporation was formed on January 18, 2008 and will continue to exist perpetually.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the Corporation is 5337 Socrum Loop Road #137, Lakeland, Florida 33809.

ARTICLE VI - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII - REGISTERED AGENT & OFFICE

The name and address of the Corporation’s registered agent is:

NAME	ADDRESS
Whitney Harper	ADVOS legal pllc, 5000 Sawgrass Village Circle, Ste. 7, Ponte Vedra Beach, FL 32082

The Corporation may designate another registered agent at any time.

ARTICLE VIII - BOARD OF DIRECTORS

The name and address of the directors of the Corporation's Board of Directors is:

NAME	ADDRESS
Benjamin Slayter	5337 Socrum Loop Road #137, Lakeland, Florida 33809.
Sara Overstreet	5337 Socrum Loop Road #137, Lakeland, Florida 33809.
Morgan Patten	5337 Socrum Loop Road #137, Lakeland, Florida 33809.
Jennifer Boyer	5337 Socrum Loop Road #137, Lakeland, Florida 33809.

The number of directors may be increased or decreased from time to time, as provided in the Corporation's Third Amended and Restated Bylaws, but shall never be less than three (3). The method of election of the Corporations Directors is as stated in the Corporation's Third Amended and Restated Bylaws.

ARTICLE IX- OFFICERS

The name, address, and title of each officer of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Benjamin Slayter	5337 Socrum Loop Road #137, Lakeland, Florida 33809.	President
Sara Overstreet	5337 Socrum Loop Road #137, Lakeland, Florida 33809.	Secretary
Morgan Patten	5337 Socrum Loop Road #137, Lakeland, Florida 33809.	Treasurer
Jennifer Boyer	5337 Socrum Loop Road #137, Lakeland, Florida 33809.	Vice-President

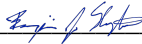
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in capacity of such person as a director or officer.

**ARTICLE XI – DIRECTORS’ APPROVAL OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

As the Corporation has no members, these Amended and Restated Articles of Incorporation were approved by the Directors by written consent. The necessary number of votes have been cast to approve these Amended and Restated Articles of Incorporation.

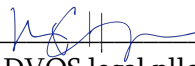
The undersigned authorized representative of the Corporation has executed these Amended and Restated Articles of Incorporation on January __, 2018.



Benjamin Slayter, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, to comply with the provisions of the Florida Business Corporations Act, Florida Statutes Chapter 607, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.



ADVOS legal pllc
Whitney C. Harper, Managing Director
Date: 01-15-2018
