

***AMMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR***

GENERATION OUTCRY INTERNATIONAL INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be GENERATION OUTCRY INTERNATIONAL INC. The business of the corporation may be conducted as Generation Outcry International Inc.

ARTICLE II

ADDRESSES OF THE CORPORATION

2.01 Corporate Address

The corporation's principle address is:

3918 SUNSET LAKE DR
LAKELAND, FL. 33810

The corporation's mailing address is:

3918 SUNSET LAKE DR
LAKELAND, FL. 33810

ARTICLE III

PURPOSE

3.01 Purpose

Generation Outcry International Inc. is a non-profit corporation and shall operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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 mission of Generation Outcry is to empower the future generation of leaders to engage their peers and leave a positive impact on society by generating global transformation. We provide inspirational speeches, leadership seminars, empowerment conferences, community service projects, and curricula to serve the community and perform these approaches in schools, libraries, convention centers, and other public venues.

Generation Outcry utilizes social media and our corporate website to provide facts, statistics, and other related data on solving six complex problems currently affecting society: bullying, suicide, violence, sex trafficking, homelessness, and hunger. Our main strategy to accomplish these transformations involves sending “mission ambassadors” into their own communities to raise social consciousness about these causes on a local and global level. We hold fundraising events in order to provide immediate relief to those suffering of these problems and provide assistance to anyone in need, regardless of their race, gender and ethnicity.

At times, per the discretion of our Board of Directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs to have a greater impact for change.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for charitable purposes.

3.02 Public Benefit

Generation Outcry International Inc. is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Generation Outcry International Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.

No part of the net earnings of Generation Outcry International Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third (purpose clause) hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Generation Outcry International Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Generation Outcry International Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Generation Outcry International Inc., all liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made. Therefore, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Generation Outcry International Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Generation Outcry International Inc. and if its members cannot so agree, then the recipient organization shall be

selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Generation Outcry International Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation 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 Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Generation Outcry International Inc. shall be governed by its Board of Directors.

5.02 Appointment of Directors

The manner in which directors are elected or appointed shall be provided for in the Bylaws.

5.03 Initial Directors

The initial directors of the corporation shall be

Title: Co-President
BARNOSKE, JOESPH D
3918 SUNSET LAKE DR
LAKELAND, FL. 33810

Title: Board Member
ENGLE, MATTHEW
7321 VISTA PARK BLVD
ORLANDO, FL 32829

Title: Co-President
BARNOSKE, NATALIE L
3918 SUNSET LAKE DR
LAKELAND, FL. 33810

Title: Board Member
WHITLOCK, RODNEY
986 S PASTURE DRIVE
NIXA, MO 75714

Title: Secretary
JANSEEN, CYRUS
8528 CORNISH STREET
VANCOUVER, BC V6P 5B8

Title: Board Member
SIMPSON, BRENT
1500 PADDOCK DRIVE
PLANT CITY, FL 33566

ARTICLE VI

MEMBERSHIP

6.01 Membership

Generation Outcry International Inc. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

APPOINTMENT OF REGISTERED AGENT

8.01 Registered Agent

The name and Florida street address of the registered agent is:

BARNOSKE, JOSEPH D.
3918 SUNSET LAKE DR
LAKELAND, FL. 33810

Acknowledgment of consent to appointment as registered agent

I, JOSEPH BARNOSKE agree to be the registered agent for Generation Outcry International Inc. as appointed herein.

Electronic Signature of Registered Agent: JOSEPH BARNOSKE Date: February 9, 2018

ARTICLE IX

INCORPORATOR

9.01 Incorporator

The name and address of the incorporator is:

BARNOSKE, JOSEPH D.
3918 SUNSET LAKE DR
LAKELAND, FL. 33810

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Electronic Signature of Incorporator: JOSEPH BARNOSKE Date: February 9, 2018

Article X

EFFECTIVE DATE

10.01 Effective Date

The effective date for this corporation shall be March 23, 2012.

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Generation Outcry International Inc. were approved by the Board of Directors on February 9, 2018 and constitute a complete copy of Articles of Incorporation of the Generation Outcry International Inc. There are no members entitled to vote on the amended and restated articles of incorporation.

Title: President
NATALIE L BARNOSKE
3918 SUNSET LAKE DR
LAKELAND, FL. 33810

SIGNATURE: _____

DATE: _____

Title: President
JOESPH D BARNOSKE
3918 SUNSET LAKE DR
LAKELAND, FL. 33810

SIGNATURE: _____

DATE: _____