RESTATED CERTIFICATE OF FORMATION OF

BLACKS IN TECHNOLOGY

ARTICLE ONE

ENTITY NAME AND TYPE

The name of the corporation (filing number 803563634) is changed to **Blacks in Technology International**.

The corporation is a non-profit corporation, formed pursuant to the Texas Business Organization Code (the "Code").

ARTICLE TWO

REGISTERED OFFICE AND AGENT

The street address of its registered office is 12915 Fall Manor Drive, Dallas, Texas 75243 and the name of the registered agent at such address is Peter Beasley.

ARTICLE THREE

DURATION

The period of duration is perpetual.

ARTICLE FOUR

PURPOSES

The corporation is formed for charitable purposes to improve the business conditions for its communities through education, creating opportunities for its members to find new business and employment, for diverse technologists, worldwide. The corporation also provides education to the public, to businesses, and to potential employees on the benefits and advantages of using diverse employees, and to use historically underutilized vendors, and contractors.

The corporation has no purpose to engage in a regular business, of a kind ordinarily carried on for profit.

The corporation is supported by membership support, including contributions and gifts from the general public and by amounts derived from performing the organization's exempt functions, or from substantially related activities.

ARTICLE FIVE

POWERS

Except as this Restated Certificate of Formation otherwise provides, the corporation has all the powers provided by the Code. Moreover, the corporation has all the implied powers necessary and proper to carry out its express powers.

ARTICLE SIX

RESTRICTIONS AND REQUIREMENTS

The corporation shall not discriminate against anyone on the basis of gender, race, color, marital status, or national or ethnic origin.

The corporation shall have no capital stock, and no Member shall be obligated or entitled to subscribe to or hold capital stock or other evidence of ownership in order to exercise its rights to participate in the corporation.

The corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain.

The corporation shall have no power to take any action prohibited by the Code.

The corporation is prohibited from engaging in more than an insubstantial amount of activities not in furtherance of its exempt purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Member, any director or any officer of the corporation or any other individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and reimbursement for expenses incurred, for the benefit of the corporation, and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. Notwithstanding any other provision of this Restated Certificate of Formation, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(3) of the Code.

ARTICLE SEVEN

MEMBERS

The corporation may have members as provided by the Bylaws.

The Bylaws to allow members may be altered, amended or repealed or new Bylaws adopted, if allowed, through a procedure set forth in the Bylaws or any other manner set forth by law.

ARTICLE EIGHT

BOARD OF DIRECTORS

The management of the corporation is vested in the Board of Directors and such committees of the Board that the Board may, from time to time, establish.

The Bylaws provide the qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors.

The number of directors constituting the initial board of directors is eight (8), and the names and addresses of the persons who are to serve as directors are:

- Peter Beasley, 12915 Fall Manor Drive, Dallas, TX 75243, US
- Rondalynne McClintock, 2474 Crafty Clint Ln, Henderson NV 89002, US
- Larry Davis, 5830 Granite Pkwy, #100-286, Plano, TX 75024, US
- John Malonson, 2422 Nelson Ave, Redondo Beach CA 90278, US
- Dennis Schultz, 106 Tolocka Terrace Northeast, Leesburg VA 20176, US
- Barika Pace, 31564 Bridge Drive, Livonia MI 48152, US
- Erica Reid, 159 Squires Bend, Stafford TX 77477, US
- Gregory Greenlee, 4132 Foxpoint Ridge, Cleves, OH 45002, US

The number of directors may be increased or decreased by adoption or amendment of the bylaws, and/or resolution of the Board of Directors, however the number of directors shall never be less than three.

ARTICLE NINE

LIMITATION ON LIABILITY OF DIRECTORS

A director shall not be liable to the corporation or its Members for monetary damages for any act or omission in the director's capacity as a director, except that this provision does not eliminate or limit the liability of a director for:

A. a breach of a director's duty of loyalty to the corporation or its Members;

B. an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or that involves intentional misconduct or a knowing violation of the law; an act or omission for which the liability of a director is expressly provided

C. a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

D. as provided by statute in the State of Texas..

ARTICLE TEN

INDEMNIFICATION

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions in the Code governing indemnification. As provided in the bylaws, the board of directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers and others related to the corporation.

ARTICLE ELEVEN

ACTION WITHOUT A MEETING

Unless otherwise provided by law, any action required or permitted to be taken at any meeting of the Members, Board of Directors or of any committee thereof may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, Directors or committee members as would be necessary to take that action at a meeting at which all of the Members, directors or members of the committee were present and voted.

ARTICLE TWELVE

DISSOLUTION

Upon dissolution, the assets of the corporation shall be dedicated to a public body, or conveyed to a non-profit organization with a similar purpose as the corporation.

ARTICLE THIRTEEN

AMENDMENT

This Certificate of Formation may only be amended with the consent of two-thirds (2/3rds) of the Directors of the corporation present at a meeting called for that purpose, in person or by proxy.

Pursuant to the provisions of the Texas Business Organizations Code (the "TBOC"), Blacks in Technology, Inc., a Texas nonprofit corporation (the "Corporation"), hereby adopts this Amended and Restated Certificate of Formation (the "Restated Certificate"), which accurately states the text of the Amended and Restated Articles of Incorporation (as amended, the "Restated Articles") being restated and each amendment to the Restated Articles being restated that is in effect, and as further amended by the attached Restated Certificate of Formation.

The attached Restated Certificate of Formation does not contain any other change in the Restated Articles being restated except for the information permitted to be omitted by the provisions of the TBOC applicable to the Corporation.

1. The original name of the Corporation is Blacks in Technology.

2. The amended name of the Corporation is Blacks in Technology International.

3. The type of entity of the Corporation is a nonprofit corporation. The file number issued to the Corporation by the Secretary of State is 803563634. The date of formation of the Corporation is March 2, 2020.

4. Each new amendment has been made in accordance with the provisions of the TBOC and were adopted at a meeting of 100% of the Members of the corporation on August 11, 2020, and received the vote of 100% of the Members. The amendments to the Restated Articles and the Restated Certificate have been approved in the manner required by the TBOC and by the governing documents of the Corporation.

5. This document becomes effective August 18, 2020.

The undersigned affirms that the entity designated as registered agent in the Restated Certificate has consented to the appointment. The undersigned signs this document Subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Dated: August 11, 2020

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Peter Beasley, Sole Member