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(Requestor's Name)

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PICK-UP WAIT MAIL

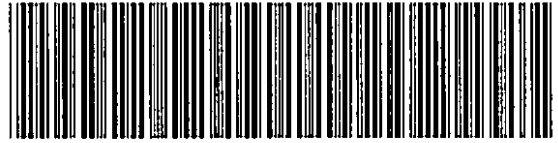
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2020 MAY -5 AM 9:34

FILED

Y SULKER

MAY 20 2020

AHMED MORI

Attorney at Law
880 NW 131 Avenue
Miami, Florida 33182

Via Certified Mail

April 20, 2019

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

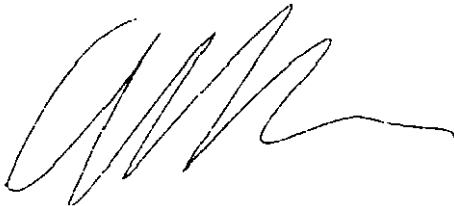
Re: Restated Articles of Incorporation of FempowerMIA Corporation

Amendment Section, Division of Corporations:

Enclosed please find for filing and processing an original and two copies of the amended and restated Articles of Incorporation for FempowerMIA Corporation. In addition, please find a check in the amount of \$52.50, which covers the filing fee, a certified copy, and a certificate of status. Please return the certified copy and the certificate in the enclosed stamped self-addressed envelope.

I represent this organization with respect to its incorporation. I may be contacted by phone or email if you have any questions or concerns. All written correspondence should be directed to the corporation itself.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ahmed Mori', with a long horizontal flourish extending to the right.

Ahmed Mori, Esq.
Attorney at Law
880 NW 131 Avenue
Miami, Florida 33182
(305) 613-2709
ahmed@localleft.org


**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FEMPOWERMIA CORPORATION**

Under Chapter 617.1001 of the Florida Statutes, the domestic filing entity listed below applies for a Certificate of Restated Articles of Incorporation. For that purpose, it submits the statement below:

- FIRST: The name of the Corporation is FempowerMIA Corporation. Its original Articles of Incorporation were filed on March 30, 2018, Document No. N18000003610.
- SECOND: The amended and restated Articles of Incorporation ("Articles") consolidate all amendments into a single record.
- THIRD: The amended and restated Articles supersede the original Articles of Incorporation and all amendments to them.
- FOURTH: The amended and restated Articles were duly adopted by all voting members on April 20, 2020.

2020 MAY 02
AM 9:34
FILED

FempowerMIA Corporation

ATTEST:  _____

Name: Helen Peña-Smicker
Title: Director
Date: April 20, 2020

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FEMPOWERMIA CORPORATION**
A Florida Not for Profit Corporation

ARTICLE I: NAME

The name of the corporation is **FempowerMIA Corporation** (the “corporation”).

ARTICLE II: PRINCIPAL AND MAILING ADDRESS

The principal address of the corporation, located in Miami-Dade County, is 446 NE 72 St, Miami, FL 33138. The mailing address of the corporation is 446 NE 72 St, Miami, FL 33138.

ARTICLE III: PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational, and scientific within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, and consist of, but are not limited to, the following:

- 1) To build grassroots feminist consciousness through art and education and empower young women and queer people to use their creative talents to become leaders in their communities and empower others.
- 2) To support or assist other organizations as may be reasonably related to the foregoing and following purposes.
- 3) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, invest corporate funds, to spend corporate funds for corporate purposes and to engage in any activity which is in furtherance of, incidental to, or connected with any of the foregoing or following purposes.
- 4) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- 5) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others.

whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6) All of the foregoing purposes shall be exercised in such a manner that the Corporation will qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

The Corporation is not organized for profit and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt § 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE IV: MANNER OF ELECTION

The method of election of the Board of Directors shall be stated in the bylaws.

ARTICLE V: MEMBERSHIP

The qualification for members, if any, and the manner of their admission shall be stated in the bylaws.

ARTICLE VI: INITIAL OFFICERS AND/OR DIRECTORS

The initial directors of the Corporation are:

Title: Director
HELEN PEÑA-SMICKER
446 NE 72ND STREET
MIAMI, FLORIDA 33138

Title: Director

NIKI FRANCO
439 NW 46TH STREET
MIAMI, FLORIDA 33127

Title: Director
ASHLEY VARELA
401 NE 22ND STREET
MIAMI, FLORIDA 33137

ARTICLE VII: REGISTERED AGENT

The name and address of the registered agent of the corporation is:

HELEN PEÑA-SMICKER
446 NE 72ND STREET
MIAMI, FLORIDA 33138

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator is:

HELEN PEÑA-SMICKER
446 NE 72ND STREET
MIAMI, FLORIDA 33138

ARTICLE IX: DURATION

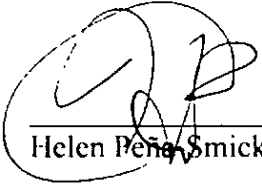
The period of duration is perpetual.

ARTICLE X: INDEMNIFICATION

Any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that they, she or he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by their, her or his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein. except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or officer is liable for negligence or misconduct in the performance of their, her or his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

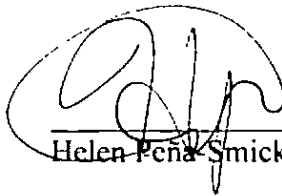
These Articles of Incorporation are hereby executed by the incorporator on this 28
day of April, 2020.



Helen Peña Smicker

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the Corporation at
the place designated in this certificate, I am familiar with and accept the appointment as
registered agent and agree to act in this capacity.



Helen Peña Smicker

4.28.2020
Date

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EXECUTION

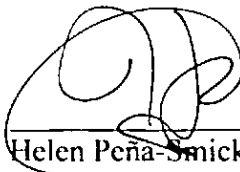
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Helen Peña-Smicker

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Helen Peña-Smicker

4.28.2020

Date