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SARASOTA WOMEN'S ALLIANCE, INC.

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SARASOTA WOMEN'S ALLIANCE, INC.**

The provisions of Articles 4 and 5 of the Articles of Incorporation of Sarasota Women's Alliance, Inc., a Florida not-for-profit corporation (the "Corporation"), are hereby amended to read as follows:

Article 4. Purpose. The purposes for which the Corporation is organized are exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("IRC") or corresponding section of any future federal tax code. Within that scope, the general purposes of the Corporation shall include:

- To promote women in leadership positions in business, the professions, public service, and other positions of responsibility, and to encourage the development of career opportunities for women;
- To develop and maintain supportive relationships among members through mutual understanding, esteem, and good fellowship;
- To foster high ethical standards so that there may be honor, integrity and mutual advantage in dealings with members and with others; and
- To stimulate an active and intelligent interest in public affairs.

Article 5. Powers. The Corporation is intended to qualify as a tax exempt organization within the meaning of IRC Section 501(c)(6). The affairs of the Corporation will be conducted in such a manner as to qualify for tax exemption under that section or corresponding section of any future federal tax code. In furtherance of the purposes set forth above, the Corporation may exercise all the rights and powers conferred on not-for-profit corporations under the laws of the State of Florida.

The Corporation shall not issue shares of stock. No part of the net earnings of the Corporation will inure to the benefit of any individual, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

The Corporation shall not endorse or recommend any candidate for elected office. The Corporation shall not circulate or adopt any resolution nor shall it take any corporate action relating to world affairs or issues of a political nature. The Corporation shall not direct appeals of a political nature to clubs, individuals or governments and it shall not circulate letters, speeches, or proposals of a political nature.

Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax by reason of being an organization described in IRC section 501(c)(6).

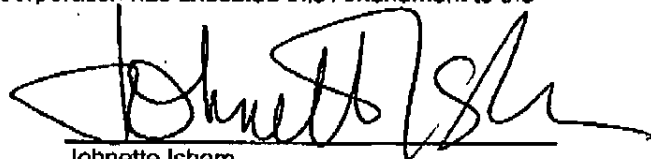
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Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(6), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

This amendment was approved and adopted by a majority of the members of the board of directors of the Corporation at a meeting of the board of directors duly called and held on March 21, 2008. The number of votes cast in favor of the adoption of this Amendment was sufficient for approval in accordance with the Florida Statutes.

IN WITNESS WHEREOF, the President of the Corporation has executed this Amendment to the Articles of Incorporation.



Johnette Isham
As President

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