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TALLAHASSEE, FLORIDA

2005 MAR 23 PM 1:48

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Amend.

C. Coulliste MAR 23 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Femivenza Network INC.

DOCUMENT NUMBER: N63000006 132

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Helga Harari
(Name of Contact Person)

(Firm/ Company)

2121 SE. Bowie ST
(Address)

Port St. Lucie, FL. 34952
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Helga Harari at (561) 758-4127
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 3, 2005

HELGA HARAN
2121 S.E. BOWIE ST.
PORT ST. LUCIE, FL 34952

SUBJECT: FEMINENZA NETWORK INC.
Ref. Number: N03000000132

We have received your document for FEMINENZA NETWORK INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You need to remove your article VIII from these articles of amendment. The Secretary of State will not be accepting service of process for your corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 705A00014951

RECEIVED
05 MAR 21 AM 10:19
DIVISION OF CORPORATIONS

Articles of Amendment
to
Articles of Incorporation
of

Feminenza Network Inc

(Name of corporation as currently filed with the Florida Dept. of State)

No 3000000132

(Document number of corporation (if known))

2006 MAR 23 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attached

(Attach additional pages if necessary)

(continued)

AMENDMENT TO ARTICLE III:

The purpose for which the Corporation is formed is to conduct activities, which are exclusively charitable, scientific, educational and literary within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or the corresponding provision of any, future United States Internal Revenue law), including advancing education, moral and mental improvements of women, conducting research in the behavioral sciences, history, evolution, philosophy, art and allied subjects as well as disseminating the results of such research by conducting workshops, courses, lectures and by issuing publications through other media.

(1) Nothing herein shall be construed as authorizing the Corporation to operate a nursery school, an elementary school, a secondary school, an institution of higher learning, a library, a museum, an historical society, a cable television facility, or educational television station.

AMENDMENT, ARTICLE VIII:

The Corporation shall have the following powers, in furtherance of its corporate purposes, to the extent they may lawfully be exercised by a corporation organized under the Nonprofit Corporation Law:

(1.) All of the general Powers enumerated in the Nonprofit Corporation Law, and all other powers now or hereafter conferred by the laws of the state of Florida, the United States of America, or any other jurisdiction;

(2) All powers necessary, incidental or conducive to the fulfillment of the purposes specified or Implicit in Article THIRD; and

(3) The following additional and independent powers:

(a) To assist and promote, directly or indirectly, the purposes of certain charitable, scientific, educational and literary organizations formed under the Florida Nonprofit Corporation Law or otherwise, and to convey, transfer or assign from time to time any part of its assets to these charitable, scientific, educational and literary organizations, subject to the limitations set forth in paragraph THIRTEENTH hereof; and

(b) To purchase, lease, acquire, hold, own, administer, mortgage or encumber, sell or dispose of property, whether real or Personal, tangible or intangible, wherever located or any share or interest in such property, and to invent, reinvent and deal with the same, all subject to the limitation and condition that, notwithstanding any other provision of this Article EIGHTH, the Corporation shall not have the power to carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code.

AMENDMENT, ARTICLE IX:

The Corporation shall not receive gifts, contributions or grants of money or property, which result in special benefit to the donor, or are subject to restrictions detrimental to the general welfare of the public at large.

AMENDMENT, ARTICLE X:

The Corporation is not formed for pecuniary profit or for financial gain, and no part of the assets, income or profit of the Corporation shall be distributed to, or inure to the benefit of, any trustee, director or officer of the Corporation or any private individual. However, reasonable compensation may be paid for services rendered on behalf of the Corporation in furtherance of one or more of its corporate purposes.

AMENDMENT, ARTICLE XI:

In any taxable year in which the Corporation is a private foundation as described in Section 50.9 of the Internal Revenue Code, the Corporation shall, and pursuant to the Florida Nonprofit Corporation Law:

(1) Be authorized to distribute such amounts for such taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Internal Revenue Code:

(2) Not engage in any act of self-dealing which is subject to tax under Section 4941 of the Internal Revenue code;

(3) Not retain any excess business holdings which are subject to tax under section 4943 of the Internal Revenue code;

(4) Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and

(5) Not make any expenditures which are subject to tax under Section 4945 of the Internal Revenue Code.

AMENDMENT, ARTICLE XII:

The activities and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three. Thereafter, the number of Directors constituting the entire Board of Directors shall be fixed from time to time in the manner prescribed in the Bylaws of the Corporation.

AMENDMENT, ARTICLE XIII:

The Board of Directors of the Corporation shall have the power and discretion to manage and direct all transfers of assets of the Corporation to certain charitable organizations, provided, however, that all transfers of the Corporation's assets to such charitable, scientific, educational and literary organizations shall be subject to any other limitations existing on the transfer of specific assets of the Corporation expressly imposed by the Bylaws of the Corporation.

AMENDMENT, ARTICLE XV:

No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office.

AMENDMENT, ARTICLE XVI:

If the Corporation is dissolved, none of its assets, after payment of expenses and the satisfaction of all liabilities, shall be distributed to any director, trustee, officer or employee of the Corporation, or to any private individual. Upon dissolution, all assets, after payment of the Corporation's obligations, shall be transferred or distributed to such charitable and educational organizations at the time qualified under section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors and subject to the then applicable provisions of the Florida Nonprofit Corporation Law, including approval by a Justice of the Supreme Court of the State of Florida or such other court having jurisdiction over the Corporation, if required.

AMENDMENT, ARTICLE XVII:

(1) The Corporation shall, to the fullest extent permitted by applicable law as then in effect, indemnify any person (the "Indemnitee) who was or is involved in any manner (including, without limitation, as a party or a witness) or was or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a "proceeding") by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was server at the request of the Corporation

as a director or officer of another corporation, or of a partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity against all liability, loss, judgments, finds, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, actually incurred by him or her in connection with such proceedings. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs and legal representatives. The right to indemnification conferred in this Article SEVENTEENTH shall include the right to receive payment in advance of any expenses incurred by the indemnitee in connection with such proceeding, consistent with applicable law as then in effect, and shall be a contract right. No indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Corporation may, by action of its Board of Directors, provide indemnification for employees, agents, attorneys and representatives of the Corporation with up to the same scope and extent as hereinabove provided for directors and officers.

(2) The right of indemnification, including the right to receive payment in advance of expenses, conferred in this Article SEVENTEENTH shall not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled under any other provision of this Certificate of Incorporation, the Bylaws of the Corporation or agreement or otherwise,

(3) In any action or proceeding relating to the right to indemnification conferred in this Article SEVENTEENTH, the Corporation shall have the burden of proof that the indemnitee has not met any standard of

conduct or belief which may be required by applicable law to be applied in connection with a determination of whether the indemnitee is entitled to indemnity, or otherwise is not entitled to indemnity, and neither a failure to make such a determination nor an adverse determination of entitlement to indemnity shall be a defense of the Corporation in such an action or proceeding or create any presumption that the indemnitee has not met any such standard of conduct or belief or is otherwise not entitled to indemnity. if successful in whole or in -Dart in such an action or proceeding, the indemnitee shall be entitled to be indemnified by the Corporation for the expenses actually and reasonably incurred by him or her in connection with such action or proceeding.

(4) No Amendment to this Certificate of incorporation, directly or indirectly by merger, consolidation or otherwise, (a) having the effect of amending, altering, changing or repealing any of the provisions of the sections of this Article SEVENTEENTH shall remove, abridge or adversely affect any right to indemnification or other benefits under the sections of this Article SEVENTEENTH with respect to any acts or omissions occurring prior to such amendment or repeal, or (b) shall amend, alter, change or repeal any of the provisions of this Article SEVENTEENTH, unless the amendment affecting such amendment, alteration, change or repeal shall receive the affirmative vote of at least two-thirds of the members of the Board of Directors of the Corporation.

The date of adoption of the amendment(s) was: 2/20/2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 21 day of February, 2005.

Signature Helga Harari
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Helga Harari
(Typed or printed name of person signing)

Secretary Treasurer
(Title of person signing)

FILING FEE: \$35