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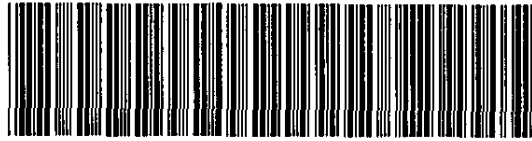
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Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE SHEMARKET INC.

DOCUMENT NUMBER: NO6000008814

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

Please return all correspondence concerning this matter to the following:

BETTY J. GILMORE

(Name of Contact Person)

DOCUMENTS CENTER INC.

(Firm/ Company)

4050 NORTH WEST 35TH WAY

(Address)

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(City/ State and Zip Code)

For further information concerning this matter, please call:

BETTY J. GILMORE

(Name of Contact Person)

at (754)

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(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 DEC 18 PM 4:29

Articles of Amendment
to
Articles of Incorporation
of

THE SHE MARKET INC.

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

NO6000008814

(Document number of corporation (if known))

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):

NA

(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)**

ARTICLE III AMENDED, ARTICLE IV AMENDED FROM MANNER OF ELECTION TO
INDEMNIFICATION AND LIMITATION OF LIABILITY, ARTICLE V AMENDED
FROM REGISTERED AGENT TO DISSOLUTION OF ASSETS, ARTICLE VI AMENDED FROM
ORIGINAL INCORPORATION TO DISCRIMINATION POLICY, ARTICLE VII
AMENDED FROM INITIAL OFFICERS AND DIRECTORS TO CONFLICT OF INTEREST,
ARTICLE VIII FROM EFFECTIVE DATE TO COMPENSATION CONTRACTS,
ARTICLE IX ADDED POSITION OF OFFICERS, ARTICLE X ADDED MANNER OF ELECTION,
ARTICLE XI ADDED MEMBERSHIP, ARTICLE XII ADDED DURATION OF EXISTENCE,
ARTICLE XIII AMENDMENTS-ADDED, ARTICLE XIV ADDED CONTRIBUTIONS,
ARTICLE XV BYLAWS -ADDED, ARTICLE XVI OFFICERS AND DIRECTORS
ARTICLE XVII- REGISTERED AGENT, ARTICLE XVIII- INCORPORATOR
ARTICLE XIX- EFFECTIVE DATE -ADDED

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 12/04/2006

Effective date if applicable: 12/04/2006
(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.

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

CARLA BELL

(Typed or printed name of person signing)

INCORPORATOR

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

**THE SHE MARKET INC.
DOCUMENT # N06000008814
EIN# 65-1289401**

ARTICLE I

Name of Corporation

The She Market, Inc.

ARTICLE II

Principal Office

**3049 La Mirage Dr.
Lauderhill, FL 33319**

ARTICLE III

Purpose

This Corporation is organized to aid in the advancement of women in need, along with their families by providing financial, educational, and holistic support while promoting and supporting the Creative Arts Industry. The She Market, Inc. is a multifaceted organization designed and developed exclusively for charitable, religious, educational, scientific, or literary purposes within the meaning of Section 501(C)(3) of the Internal Revenue code of 1986, as amended.

The She Market, Inc. accomplishes its purposed objectives and goals by it's participation and promotion of the following activities and programs:

- **Hosting** innovative events centered around the Creative Arts Industry that serve as fundraisers in which the majority of proceeds collected benefit disadvantaged women along with their families
- **"Fashionably Correct"** a bi-annual, invitation only, Designer shopping event in which designers, retailers, and a select group of stylish women donate new and "gently used" clothing and accessories. The items are sold at discounted price points in boutique flea market style. Of the proceeds collected, the majority

of funds are donated to charities that aid in the advancement of disadvantaged women. These charities are chosen (by a review board) based on the organization's mission and activities.

- **"The Bazaar"** – a community street fair held outdoors (weather permitting) where various items are sold in which a percentage of the proceeds collected are donated to charities that aid in the advancement of women in need, along with their families.
- **The She Market Inc.** also invites local merchants to participate in "The Bazaar" as vendors who purchase space to sell their merchandise in which a percentage of their proceeds benefits The She Market, Inc. Participation as a vendor provides an opportunity to sell and market their products. Some of the products for sale at the event include: apparel, jewelry, shoes, accessories, house wares, books, art work, and antiques for men, women and children.
- **"Designer Days"** – Trunk Show showcasing the designers and their merchandise. Invited guests will be allowed to meet the designer and purchase merchandise.
- **The She Market Inc.** will also invite Design School Students (who agree to participate in the quarterly Design Student Program (DSP) to attend "Designer Days" allowing them access to an industry professional.
- **The She Market Inc.** will provide educational opportunities to young talent in the Creative Arts Industry through providing opportunities to attend educational gatherings, interact with industry professionals, and gain essential experience within their chosen field.
- **"Design Student Challenge"** – Competition for design school Students (participating in DSP) from The Art Institute Of Ft. Lauderdale, and Miami International University of Art and Design. The students are given a task of creating a specific work following specific guidelines and schedules. The works are showcased in a forum set forth by a DSP Committee consisting of Industry Professional(s), Faculty Member(s), and The She Market, Inc. Member(s). A winning piece of work is chosen by the DSP Committee using specific criteria. The winning designer is awarded a scholarship in the form of a check (\$500-\$2,500), a gift certificate to a local supplier (fabric store, art supply store) and a meeting with an Industry

Professional.

- Provide opportunities of internship at The She Market Inc.
- Provide opportunities to volunteer at The She Market Inc's events.
- Provide opportunities to participate at The She Market Inc.'s events as a vendor/participant.
- The She Market Inc. as part of it's role to collaborate in activities that further its exempt purposes will Partner with established Not-For-Profit Organizations with similar goals such as:
 - a. Women in Distress
 - b. Genart
 - c. Oprah's Angel Network
 - d. CHAPTER 2

ARTICLE IV

Indemnification and Limitation of Liability

1. The Corporation shall indemnify any officer or President or any former officer of the Corporation, to the full extent permitted by law. The private property of the member or officer, or President shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 Article III hereof.
3. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public service.
4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal income tax code, or (b) 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

Dissolution of Assets

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to other non profit corporations for a public purpose. Any such assets not disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located , exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for non profit purposes.

ARTICLE VI

Discrimination Policy

This Organization shall not discriminate in it's delivery of services based on Race, Creed, Ethnicity, Culture, Sexual orientation, Financial or Economic Class or Religious background or beliefs.

ARTICLE VII

Conflict of Interest

The She Market Inc. shall abide by an internal and public conflict of interest policy for all employees, partners and vendors when doing business with those who may have a conflict of interest with the compensation or association policies of The She Market Inc.

ARTICLE VIII

Compensation Contracts

Compensation shall be paid based on experience, skills and knowledge for any job made available to the public and to individuals within this corporation. Contracts will be executed for all paid positions within the company prior to employment. The organization 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 hereof if designated by signed contracts, agreements, sealed bids, procurement, debits, or charges; prior to the engagement of hired help, rendered services, compensation, or payments.

ARTICLE IX

Position of Officers

The officers of the Organization shall consist of the following:
President/Founder, Vice-President, Chair of the Board of Directors, Executive Director, Secretary, Treasurer and such other officers as the President of the Board of Directors may designate from time to time.

ARTICLE X

Manner of Election

Appointment of Officers: The President appoints Members of the Board of Directors that shall sit on the Board. Vacancies arising due to a terminating event shall remain unfilled until the next annual meeting with duties assumed by other members. Full control of the affairs of the corporation shall be vested with the President and Vice-President who cannot be elected to office nor removed from office.

Term of Office: No maximum tenure for any office on the Board of Directors exists.

Removal from Office: A member(s) of the Board of Directors may be removed for just cause by the President and/or Vice-President of the Board.

ARTICLE XI

Membership

The membership shall represent men, women and children, neighborhood-based agencies, recipient neighborhoods and the community at large. Any charitable, scientific, health and educational agency may become a member as well as churches enjoined to the programs provided by the organization, upon acceptance of the belief and the procedures adopted by the organization.

ARTICLE XII

Duration of Existence

The corporation is organized on a non-stock basis and shall be considered established and in existence as of the date of filing and is specified effective as of 12/11/2006. This corporation shall exist as a perpetual entity unless designated as otherwise by the President or Vice-President of the corporation.

ARTICLE XIII

Amendments

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members, partners or officers are subject to this reservation.

ARTICLE XIV

Contributions

No part of the net earnings or contributions to, for or of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, unless specifically indicated by signed contracts and working agreements prior to the engagement of hired help, rendered services, compensation or payments.

ARTICLE XV

Bylaws

This corporation shall abide by the operating guidelines provided by the bylaws adopted by The She Market Inc. The bylaws may be altered, amended or repealed by the President/Founder. The Board of Directors may amend or repeal any bylaws as directed by the President/Founder.

ARTICLE XVI

Initial Officers and Directors

President/Founder: Carla H. Bell
3049 La Mirage Dr., Lauderdale FL 33319
Vice-President: Edwina Bell
12360 NW 26th St., Plantation FL 33323
Secretary: Gwen Elliott
1750 NW 26th Terr. Fort Lauderdale FL 33311
Treasurer: LaMindy Joseph
1230 Weeping Willow Way Hollywood FL 33019

SIGNATURE PAGE

In WITNESS WHEREOF, for the purposes of stating the Amended Articles of Incorporation of this Corporation under the laws of the State of Florida the undersigned has executed these Stated Amended Articles of Incorporation: This 11th day of December 2006.



Carla Bell