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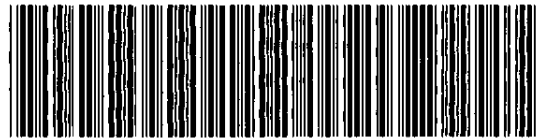
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TALLAHASSEE, FLORIDA

Amend
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2-10-09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TIM Works Corp

DOCUMENT NUMBER: N07000007431

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

Please return all correspondence concerning this matter to the following:

Suzonna Warrenton

(Name of Contact Person)

TIM Works Corp

(Firm/ Company)

1606 Burryport Drive

(Address)

Orlando FL 32837

(City/ State and Zip Code)

For further information concerning this matter, please call:

David Hardrick

(Name of Contact Person)

at (407) 296.6204

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of
TIM Works, Corp.
(a Florida Not-for-Profit Corporation)

FILED
09 FEB -4 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not-for-Profit Corporation adopts the following amendments to its Articles of Incorporation:

Amendment to Article III – Purpose

The purpose for which the corporation is organized is to be operated exclusively for charitable, educational and/or scientific purposes and to engage in such other pursuits as to qualify it as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law. More specifically, this corporation shall:

- A. Operate exclusively as a not-for-profit charitable organization primarily engaged in the empowerment of females (ages 14 – 45) that are classified as low socioeconomic or at risk; to attain economic self-reliance, education, and achieve financial security through one-on-one mentoring.**

Amendment to Article IV – Manner of Election Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted and managed by the final decision making body known as the Board of Directors. The directors shall be elected or appointed in such manner as provided by the Articles of Incorporation until such time that the Bylaws shall be completed and adopted. The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws but shall never be less than three(3). Any director shall be removed from office with or without cause by the vote or agreement in writing by a majority of all the membership as more specifically set forth in the Bylaws.

Add Article VIII – Duration

The duration of this corporation shall be perpetual unless terminated sooner in accordance with the laws of the State of Florida.

Add Article IX – Bylaws

The directors of this corporation shall provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the members present at any regular or special meeting called for such purpose subject to any limitation set forth in Chapter 617 of the Florida Statutes, or any other applicable state or federal law concerning corporate action that must be authorized or approved by member of the corporation.

Add Article X – Powers

This corporation is empowered to:

- A. Exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form and to use, apply, invest and reinvest the principal and income there-from and distribute the same for the aforementioned purposes.
- B. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incident to the purposes of this corporation.
- C. To borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes and to secure loans by mortgage, deed of trust, pledge or other lien.
- D. To apply for, obtain and contract with any federal, state or local agency for a direct loan or loans, or other financial aid.
- E. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind necessary, in connection with, or incidental to the accomplishment of any one or more of the not-for-profit purposes of this corporation.

Add Article XI – Prohibited Activities

Notwithstanding any other provision of these Articles of Incorporation, this corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or a corporation to which contributions are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

Add Article XII – Manner of Election Operational Officers

The officers of the corporation shall be elected or appointed in accordance with the Articles of Incorporation, until such time that the Bylaws shall be completed and adopted; and shall carry forth such duties as set forth in such Bylaws. The corporation will at all times maintain a Chief Executive Officer (President) and a Chief of Staff (Secretary).

Operational officers shall be appointed annually by the Board of Directors. All terms of office shall be for one year.

~ Or ~

Officers shall be elected annually by majority vote of the membership. Nominations for officers may be made from the floor by any member. When there is only one candidate for each office, the election is by acclamation. When more than one candidate for any office exists, the election shall be by ballot and a majority of those voting shall elect. Vacancies in office may be filled at any regular meeting in the above manner or appointed by the board of directors.

The officers of this corporation shall carry out the day-to-day operations of the corporation and shall report to the board of directors monthly or as needed.

Add Article XIII – Indemnification

Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation to the fullest extent now or hereafter permitted by law. Every person who now is or hereafter shall be a member of the corporation is not personally liable for any act, debt, liability or obligation of the corporation. A member may become liable to the corporation for dues, assessments or fees as provided by any applicable state and federal laws.

Add Article XIV – Dedication and Distribution of Assets

No part of the net earnings of this corporation shall be distributed to, or inure to the benefit of, any member, director or officer of this corporation, contributor or private individual. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may be made by the corporation to its directors, or officers, or to any other corporation, firm, association or other entity in which one of more of its directors or officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended.

Add Article XV – Amendment to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any director of the corporation, but such amendment may be adopted after receiving an affirmative vote of the majority of the members entitled to vote on proposed amendments to the Articles of Incorporation. If no members are entitled to vote on such proposal, the amendment may be adopted at a meeting of the directors by a majority vote of the directors.

Add Article XVI – Dissolution

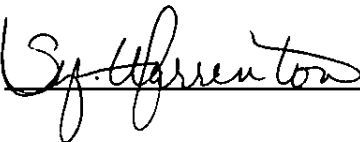
In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

The date of each amendments adoption: **Wednesday, January 21, 2009.**

Effective date: **Wednesday, January 21, 2009.**

There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Date: **Wednesday, January 21, 2009**

Signature: 

Printed Name: **Suzonna Warrenton**

Title: **Chairman of the Board | Chief Executive Officer**

State of **Florida**

County of **Orange**

I hereby certify that on this 21 day of January, 2009, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Suzonna Warrenton,

_____ who produced identification: _____

I have hereunto set my hand and affixed my official seal, at Orlando, Florida, on the day and year last above written.

Notary Public, State of Florida

DAVID J. HARDRICK
Comm# DD0792990
Expires 5/29/2012
Florida Notary Assn., Inc