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SHARE YOUR WINE, INC.

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January 16, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHARE YOUR WINE, INC.
16164 BRIDLEWOOD CIR.
DELRAY BCH, FL 33445

SUBJECT: SHARE YOUR WINE, INC.
REF: NU7000011766

We have received your document for SHARE YOUR WINE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

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

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Tracy Smith
Document Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHARE YOUR WINE, INC.
NON-PROFIT**

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AMENDMENTS ADOPTED

ARTICLE III - NATURE OF BUSINESS (AMENDED)

Share Your Wine, Inc., is organized exclusively for charitable purposes under Section 501 (c) (3) of the IRS code, or corresponding section of any future federal tax code. Its purpose is to raise funds from wine donation and distribute the funds through Grant support to various organizations for the relief of poor and disadvantaged children, to strengthen their health and provide educational opportunities.

**ARTICLE V -
INITIAL BOARD OF DIRECTORS AND OFFICERS
(AMENDED)**

The names and post office addresses of the initial members of the first board of directors are:

MARK GARDNER
President

16164 Bridlewood Circle
Delray Beach, FL 33445

BARBARA GARDNER
Vice President

16164 Bridlewood Circle
Delray Beach, FL 33445

EZRA KRIEG
Secretary/Treasurer

16485 Bridlewood Circle
Delray Beach, FL 33445

**ARTICLE VI-ADVISORY BOARD
(ADDED)**

The Board of Directors of Share Your Wine, Inc., shall appoint an Advisory Board to serve at the leisure of the Board. The Advisory Board shall consist of not less than three individuals who shall serve two year terms. Individuals will not be compensated for their service on the Advisory Board. The Board of Directors elects the "Advisors" with these criteria in mind:

1. A strong support for the mission of Share Your Wine, Inc.
2. A willingness to donate their time and expertise.

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It is anticipated that the "Advisors" will:

1. Help develop the organization and structure of Share Your Wine, Inc.
2. Provide access and exposure to target markets.
3. Introduce and assist Share Your Wine, Inc., in establishing corporate partners and business contacts.
4. Enhance public relations efforts, possibly including celebrity endorsements.
5. Confer with the Board of Directors on the outcomes of Grant support and future direction of support.

**ARTICLE VII-
EVENTS UPON DISSOLUTION
(ADDED)**

Upon dissolution of Share Your Wine, Inc., assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the IRS code, 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.

**ARTICLE VIII-CONFLICTS OF INTEREST
(ADDED)**

1 - PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2 - DEFINITIONS

A. INTERESTED PERSON:

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under paragraph 3 - *Procedures, Section B*, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3 - PROCEDURES

A. DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and

voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4- RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5 - COMPENSATION

A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6 - ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7 - PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:


- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8 - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in paragraph 7-*Periodic Reviews* above, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE IX-
INITIAL REGISTERED AGENT AND STREET ADDRESS
(ADDED)**

I, MARK GARDNER, HAVING BEEN NAMED to serve as Registered Agent for SHARE YOUR WINE, INC., I hereby agree to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping said office open.



MARK GARDNER
16164 Bridlewood Circle
Delray Beach, FL 33445

**ARTICLE X - INITIAL INCORPORATOR
(ADDED)**

MARK GARDNER

16164 Bridlewood Circle
Delray Beach, FL 33445

I have hereunto set my hand and seal at Palm Beach County,
Florida, on this 14 day of JANUARY, 2008.



Mark Gardner, Incorporator

STATE OF FLORIDA

COUNTY OF Palm Beach) ss

BEFORE ME, the undersigned authority, this day personally appeared MARK GARDNER, who is personally known to me to be the identical person described in and who executed the attached Articles of Incorporation of SHARE YOUR WINE, INC., and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal at ~~Miami~~ Palm Beach County, Florida, on this 14 day of January, 2008.



Jaclyn Marjama
Notary Public State of Florida at large

My commission expires:

The date of adoption of the amendment was: Dec. 27, 2007

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

ADOPTION OF AMENDMENTS (check one)

☐ The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

☒ There are no members entitled to vote on the amendments. The Board of Directors adopted the amendments.

Mark Gardner
Mark Gardner, President

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