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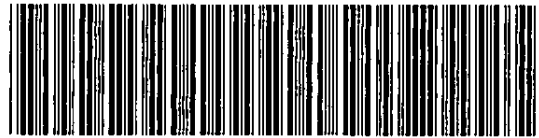
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2009 JUN 11 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION
OF
MY LADIES FIRST INC.

20520 NW 15TH AVE, #119
Miami Gardens, FL 33169
754-245-2071
trice@myladiesfirst.org

"Uncovering those hidden attributes"

June 4, 2009

Department of State
Division of Corporations
P.O. Box 6397
Tallahassee, Florida
32314

SUBJECT: AMENDED ARTICLES OF INCORPORATION APPLICATION

Dear Sir/Madame:

Attached are one original and one copy of the amended Articles of Incorporation for MY LADIES FIRST, INC.

Included is a money order in the amount of \$43.75 for filing fee and Certified Copy fee.

Hoping that this application is in compliance with the filing requirements.

Sincerely,

Patrice Belizaire



Registered Agent

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(Florida not-for-profit corporation)

The undersigned, acting as the incorporator of My Ladies First Inc., a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred to as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2009 approved by a majority of the Corporation's Board of Directors at it's May 6, 2009, meeting, hereby adopt the following amended Articles of Incorporation for the Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: My Ladies First Inc., hereinafter referred to as the "Corporation."

ARTICLE II: OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 20520 NW15th Avenue, Suite #119, Miami Gardens, FL 33169.

ARTICLE III: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

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The primary purpose of this organization is to provide health, social services, parenting and self esteem educational services designed to build and uplift and motivate women to overcome social barriers. Our training programs will be geared to address public safety, health care issues and to provide opportunities for this target population. The Corporation's target goal will be to reach the general population.

ARTICLE IV: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

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ARTICLE V: REGISTERED OFFICE AND AGENT

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Patrice Belizaire

20520 NW 15th Avenue, # 119, Miami Gardens, FL 33169

754-245-2071

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Corporation's registered office shall be:

20520 NW 15th Avenue, # 119, Miami Gardens, FL 33169

Patrice Belizaire shall be the registered agent of the Corporation at that address.

Patrice Belizaire

PATRICE BELIZAIRE – REGISTERED AGENT

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ARTICLE VI

The name and address of the incorporator is:

PATRICE BELIZAIRE
20520 NW 15TH AVE , # 119
MIAMI GARDENS, FL 33169

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall consist of five (5) persons. The number may be increased or decreased from time to time by an amendment to the Corporation By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-laws.

The Board of Directors consists of:

Patrice Belizaire – President
20520 NW 15th Ave
Miami Gardens, FL 33169

Kristina L. Thomas - Treasurer
1800 Sans Souci Blvd, #201
North Miami , FL 33181

Sandra Tyson – Officer
134 East Blvd
MacClenny, FL 32063

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ARTICLE VIII

The effective date of the corporation shall be :
5/4/2009

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Public Relations Officer, Marketing Representative and such other officers as may be provided by the By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-Laws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has

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established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: CONFLICT OF INTEREST

1. No member of the Board of Directors shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly by reason of his or her participation within the corporation, except by agreed to by three quarters of the board vote.
2. Each member must disclose any personal interest that he or she may have in any matter pending before the board and shall refrain from any discussion on that matter. A conflicting board member will not be counted in quorum in matters where there is a conflict of interest.
3. Each board member must submit an annual statement must agree to these general principles and disclose any potential conflict.

ARTICLE XIII: MEMBERSHIP

The corporation shall be non-membership.

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The incorporator of the Corporation is: Patrice Belizaire . IN WITNESS WHEREOF, I, Patrice Belizaire, President of My Ladies First Inc., have affixed our signature thereto on May 19, 2009, to the Article of Incorporation.

Patrice Belizaire
Patrice Belizaire

STATE OF FLORIDA
(COUNTY OF MIAMI DADE)

The foregoing instrument was sworn to me this 2ND day of JUNE 2009, by Patrice Belizaire, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.



NOTARY PUBLIC:

Sign Ryan Salmon
Print RYAN SALMON