

NO9000008234

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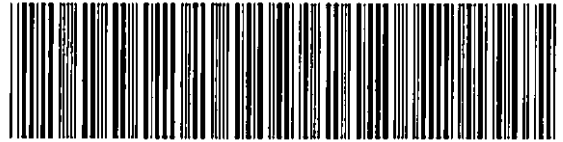
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JUL 23 2024

Amended + Restated

AUG 16 2024

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GIRLS OF THE WORLD, INC.**

**A Florida Not for Profit Corporation**

Pursuant to the applicable provisions of Sections 617.1002, 617.1006, and 617.1007 of the Florida Statutes, the undersigned Florida Not for Profit Corporation, **Girls of the World, Inc.** (hereinafter the "Corporation"), desiring to amend and restate its Articles of Incorporation, hereby certifies:

**FIRST:** The Corporation's Articles of Incorporation were filed with the Secretary of State of Florida on August 20, 2009, under Document Number N09000008234. The Corporation's Amended and Restated Articles of Incorporation were filed with the Secretary of State of Florida on June 17, 2019.

**SECOND:** These Second Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and the Amended Articles of Incorporation. To effect the foregoing, the Articles of Incorporation filed on August 20, 2009, as amended on June 17, 2019, are hereby amended and restated as herein set forth.

**ARTICLE I  
CORPORATION NAME**

The name of the Corporation is **Girls of the World, Inc.**

**ARTICLE II  
PRINCIPAL OFFICE ADDRESS**

The Corporation's principal office address is:

6355 Shore Vista Pl  
Apollo Beach, FL 33572

**ARTICLE III  
MAILING ADDRESS**

The Corporation's mailing address is:

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2019 JUN 23 PM 4:19  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
HILLSBORO, FLORIDA

P.O Box 3352  
Apollo Beach, FL 33572

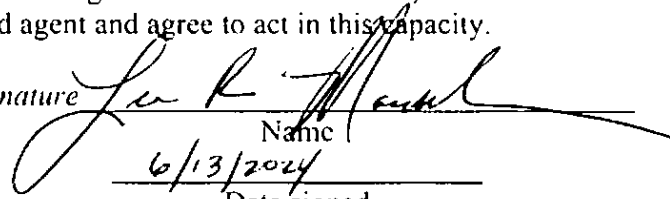
**ARTICLE IV**  
**REGISTERED AGENT**

The name and address of the registered agent of the Corporation is:

Lea R. Jackson-Manningham  
6355 Shore Vista Pl  
Apollo Beach, FL 33572

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature



Name

6/13/2024

Date signed

**ARTICLE V**  
**DURATION AND MEMBERSHIP**

The Corporation shall have perpetual existence. The qualification for members, if any, and their voting and notice requirements, shall be regulated by the Corporation's Bylaws.

**ARTICLE VI**  
**OFFICERS AND DIRECTORS**

The method of selection of Officers and Directors, and the number of Officers and Directors, shall be stated in the Corporation's Bylaws. The number of Directors shall never be fewer than three.

**ARTICLE VIII**  
**CORPORATE PURPOSES**

Second Amended and Restated Articles of Incorporation  
of  
GIRLS OF THE WORLD, INC.

This Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. To educate, train, and equip "at risk" girls to become productive citizens.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

#### **ARTICLE XIV** **501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES.** Notwithstanding any other provision of these Articles of Incorporation, this 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 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.
2. **EXCLUSIVITY.** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT.** The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members, or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in carrying out, and

to make payments and distributions in furtherance of, the purposes set forth in these Articles of Incorporation.

4. LOBBYING AND POLITICAL CAMPAIGNS. No substantial part of the activities of the Corporation shall be 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 office.
5. DISSOLUTION. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

#### **ARTICLE XV** **DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

#### **ARTICLE XVI** **INDEMNIFICATION**

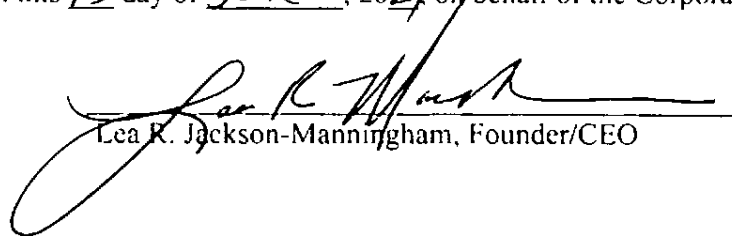
Indemnification of the Corporation's Officers and Directors shall be pursuant to the Corporation's Bylaws.

#### **ARTICLE XVII** **AMENDMENT**

These Second Amended and Restated Articles of Incorporation may be amended in accordance with, and as provided for in, the Corporation's Bylaws.

At the time of adoption of these Second Amended and Restated Articles of Incorporation, the Corporation had no Members or Members entitled to vote on the amendment. The Board of Directors of the Corporation approved the foregoing Second Amended and Restated Articles of Incorporation by affirmative vote of a majority of the Directors at a special meeting held on June 13, 2024.

IN WITNESS WHEREOF, the undersigned, who is a duly authorized officer of the Corporation, executes these Amended and Restated Articles of Incorporation of **Girls of the World, Inc.** on this 13 day of June, 2024 on behalf of the Corporation.

  
Lea R. Jackson-Manningham, Founder/CEO