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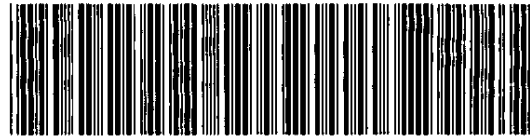
(Business Entity Name)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 23 AM 11:57

Amend/cc
@ 7/23/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Virtuous Excellence Personal Development, Inc.

DOCUMENT NUMBER: N10000001012

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

Please return all correspondence concerning this matter to the following:

Andrea I. Hart
(Name of Contact Person)

Virtuous Excellence Personal Development, Inc.
(Firm/ Company)

731 Duval Station Rd. Ste. 107-303
(Address)

Jacksonville, Florida 32218
(City/ State and Zip Code)

ahart@vexcellence.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrea I. Hart at (888) 694-0455
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
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

Virtuous Excellence Personal Development, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N10000001012

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUL 23 AM 11:57

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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

731 Duval Station Rd.
Suite 107-303
Jacksonville, FL 32218

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____ (Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Director	Kimberly T. Austin	731 Duval Station Road Suite 107-303 Jacksonville, FL 32218	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See Attached

Virtuous Excellence Personal Development, Inc.

Amendments & Changes Description

Article I

No Change

Article II

No Change

Article III

Change- registered agent now in Article III instead of Article V

Article IV

Addition- Board of Directors election/appointment description changed

Article V

Change- Duration /Membership

Article VI

No Change

Article VII

Original article moved to Article XI

New article: Corporate Purposes

Article VIII

Original article moved to Article XII

New article: Indemnification

Article IX

Added article: Liability Protection

Article X

Added article-previously on Article VI

Article XI

Added article- previously Article VII

Article XII

Added article- previously Article VIII

Amendment
to
ARTICLES OF INCORPORATION
OF
**Virtuous Excellence Personal
Development, Inc.**
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article I

NAME OF CORPORATION: The name of the corporation is Virtuous Excellence Personal Development, Inc.

Article II

PRINCIPAL OFFICE: The principal office of the corporation is located at 12625 Wooded Bluff Court, Jacksonville, Florida 32226.

MAILING ADDRESS: The mailing address of the corporation is 731 Duval Station Road, Ste. 107-303, Jacksonville, Florida 32218.

Article III

REGISTERED AGENT: The name of the registered agent of the corporation is Andrea I. Hart. The address of this registered agent is 12625 Wooded Bluff Court, Jacksonville, Florida 32226.

Article IV

BOARD OF DIRECTORS: *The method of selection of the Board of Directors and number of directors shall be stated in the bylaws in Section 21 which reads: "All officers shall serve indefinite terms. As a general rule the Board of Directors shall review its officers once a year for the purpose of considering whether or not to keep or replace them (but this review, however, is not mandatory). An officer shall remain in office until his or her successor has been selected. Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such Officer."*

Article V

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

Article VI

INCORPORATORS: The name and address of the incorporator is: Andrea I. Hart, 12625 Wooded Bluff Court, Jacksonville, Florida, 32226.

Article VII

CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable and consist of the following:

1. This corporation is formed exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable 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. Virtuous Excellence Personal Development, Inc. is an organization dedicated to the personal growth, development, and encouragement of disadvantaged women and girl's spirit, soul, and body through community outreach, service, and education. Accomplished through personal mentoring, workshops, programming, and events designed to impact and develop women and adolescent girls.
4. 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, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively charitable purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

6. CORPORATE PURPOSES: Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

7. EXCLUSIVITY: The Corporation is organized exclusively for charitable and purposes.

8. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes. 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 individual.

9. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence

legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

10. 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 under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational 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 the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

11. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VIII

INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Article IX

LIABILITY PROTECTION

1. OFFICERS & DIRECTORS

- a. Except as otherwise provided by law, a volunteer director or volunteer officer of the corporation is not personally liable to the corporation for monetary damages for a breach of the director's, president's, or officer's fiduciary duty.
- b. The corporation assumes all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of his or her duties as a director.

2. CORPORATION VOLUNTEERS

The corporation assumes the liability for all acts or omissions of a volunteer (unless otherwise conferred) provided that:

- a. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b. The volunteer was acting in good faith;
- c. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

Article X

The name and address of the incorporator is:

Andrea I. Hart
12625 Wooded Bluff Court
Jacksonville, FL 32226

Article XI

The officer(s) and/or director(s) of the corporation is/are:

Title: Pres
Andrea I Hart
12625 Wooded Bluff Court
Jacksonville, FL 32226

Title: VP
Lauren R. Carroll
35077 Old Homestead Dr.
Farmington Hills, MI 48335

Title: SECR
Royce B. Hart
12625 Wooded Bluff Court

Jacksonville, FL 32226

Title: DIRECTOR
Kimberly T. Austin
731 Duval Station Rd.
Suite 107-303
Jacksonville, FL 32218

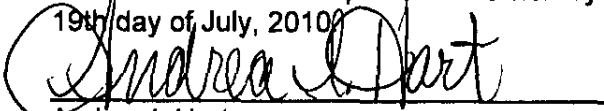
Article XII

The original effective date for this corporation shall be:
02/01/2010

Article XII

EXECUTION

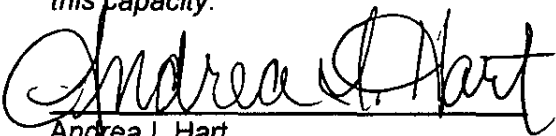
These Articles of Incorporation are hereby amended and executed by the incorporator on this
19th day of July, 2010



Andrea I. Hart
Registered Agent/Incorporator/President

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT.**

Having been named as registered agent to accept service of process for Virtuous Excellence Personal Development Inc., a Florida not for profit 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.



Andrea I. Hart

Date: _____ 02/01/2010 _____

The date of each amendment(s) adoption: 7/19/10
(date of adoption is required)

Effective date if applicable: 7/19/10
(no more than 90 days after amendment file date)

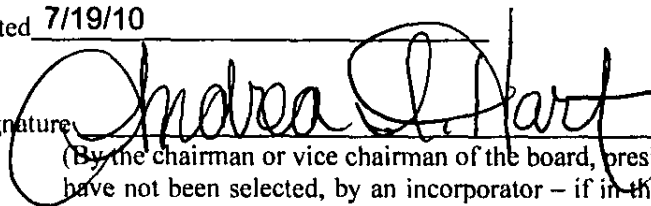
Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/19/10

Signature



(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)

Andrea I. Hart

(Typed or printed name of person signing)

Executive Director/President

(Title of person signing)