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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Women in the Window International Inc.

DOCUMENT NUMBER: N13000007679

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

Please return all correspondence concerning this matter to the following:

Kimberly Kerr

(Name of Contact Person)

Women in the Window International Inc.

(Firm/ Company)

1310 13th Way

(Address)

West Palm Beach, FL 33407

(City/ State and Zip Code)

kkerr414@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimberly Kerr

(Name of Contact Person)

at ( 561 ) 628-8556

(Area Code & Daytime Telephone Number)

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

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|--|--|---|---|

**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

AMENDED & RESTATED  
ARTICLES OF INCORPORATION  
OF  
Women in the Window International Inc.

FILED

13 SEP -3 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617.1006 Florida Statue this Florida Non-Profit Corporation adopts the following amended and restated articles of incorporation. The amendment was adopted by the members and number of votes cast for the amendment was sufficient for approval.

This is a nonprofit corporation, organized solely for general charitable, religious educational, and scientific purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of the Corporation is:

Women in the Window International Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation is:

1310 13<sup>th</sup> Way  
West Palm Beach, FL 33407

ARTICLE III

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

#### ARTICLE IV

##### SPECIFIC AND GENERAL PURPOSES

The specific and general purposes for which the Corporation is formed are:

(a) To see women in developing nations and dire situations where oppression and injustices prevail beautifully equipped and wholly empowered to fulfill their God-given potential, and

(b) To operate exclusively in any other manner for such charitable, religious, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

#### ARTICLE V

##### MEMBERSHIP

The Corporation may, but need not, admit any person as a member of the Corporation upon such conditions and with such privileges as approved by a resolution of the Board of Directors. Any member so admitted shall have no right to receive notice of, vote in, or otherwise participate in any meeting concerning the operations of the Corporation unless otherwise provided in the Bylaws.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The street address and city of the initial registered agent of the Corporation is as follows:

1310 13<sup>th</sup> Way  
West Palm Beach, FL 33407

The name of the registered agent at such address is Kimberly Kerr.

ARTICLE VII  
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three, and shall otherwise be established and regulated by the Bylaws. Directors of the Corporation shall be elected in the manner provided in the Bylaws.

ARTICLE VIII  
INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
1. Kimberly Kerr	1310 13 <sup>th</sup> Way, West Palm Beach, FL 33407
2. Jacqueline Hilliard	1010 Camellia Rd., West Palm Beach, FL 33405
3. Gail Van Tassel	2407 24 <sup>th</sup> Way, West Palm Beach, FL 33407

The Directors named herein as the initial Board of Directors shall hold office until their successors are elected and qualified at the first annual meeting of the Board at which time an election of Directors shall be held.

ARTICLE IX  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE X  
EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article IV hereof.

(B) 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 any candidate for public office.

(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## ARTICLE XI

### DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable, religious, educational, and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual except as provided in Article X.

## ARTICLE XII

### DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious,

educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to an exempt organization described in this paragraph.

#### ARTICLE XIII

##### AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

#### ARTICLE XIV

##### INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

Kimberly Kerr  
1310 13<sup>th</sup> Way  
West Palm Beach, FL 33407

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 30<sup>th</sup> day of August, 2013.

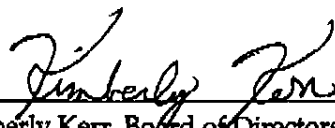
  
\_\_\_\_\_  
Kimberly Kerr, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Kimberly Kerr, Registered Agent

Amended and restated articles of incorporation are accepted by the Women in the Window International, Inc. Board of Directors.

  
\_\_\_\_\_  
Kimberly Kerr, Board of Directors, President