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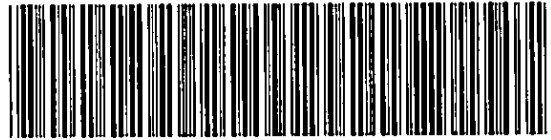
(Business Entity Name)

(Document Number)

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S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

Modern Widows Club, Inc

NAME OF CORPORATION: _____

N14000001634

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Carolyn Moor

(Name of Contact Person)

Modern Widows Club, Inc

(Firm/ Company)

127 W. Fairbanks Avenue #282

(Address)

Winter Park, FL 32789

(City/ State and Zip Code)

carolyn@modernwidowsclub.com

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

For further information concerning this matter, please call:

Carolyn Moor

407-538-1687

at

(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

(Name of Corporation as currently filed with the Florida Dept. of State)

Modern Widows Club, Inc

(Document Number of Corporation (if known))

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**)*

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)

(City)

Florida

(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

FILED
19 DEC 3 2017

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>Officer</u>	<u>Linda Ferrone</u>	<u>2214 Lakeside Drive</u> <u>Orlando, FL 32803</u>
2) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>Secretary</u>	<u>Jennifer Johnson</u>	<u>843 Via Colinas</u> <u>Westlake Village, CA 91362</u>
3) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
4) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
5) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

Page 2 of 4

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

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

Addendum to our Modern Widows Club legal ByLaws (Need to send pdf)

The date of each amendment(s) adoption: 11/8/19, if other than the date this document was signed.

Effective date if applicable: 11/22/19
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

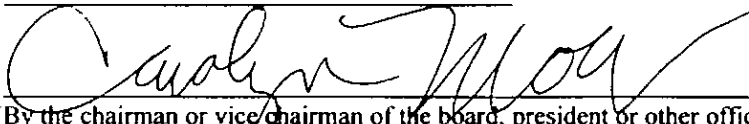
- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

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

11/26/19

Dated

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)

Carolyn Moor

(Typed or printed name of person signing)

President

(Title of person signing)

Modern Widows Club, Inc FEIN 46-1440059

Document: N14000001634

Non-Profit Corporate Bylaws

Article I NAME 1.01 Name The name of this corporation shall be Modern Widows Club. The business of the corporation may be conducted as Modern Widows Club, Inc.

Article II PURPOSES AND POWERS 2.01 Purpose Modern Widows Club is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. Modern Widows Club's purpose is to address, educate, coordinate, provide resources and events that console, support and mentor widows. We provide education by giving widows an environment to meet each other, learn in a safe environment together in private residences, community centers and libraries and other public venues as well as utilizing social media channels and the corporation's website to provide facts, statistics, and other related data on causes, current efforts and solutions to well inform the widowed community we serve. Our programs include sending out ambassadors to raise social consciousness about our cause on a local and global level, and to hold fundraising events in order to provide immediate relief and assistance to those suffering from being isolated and confused about how to manage life after becoming widowed regardless of their race, ethnicity, or religion. To maximize our impact on current efforts, we may seek to collaborate with other non- profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

Page 1 of 17

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.02 Powers The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but are not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation. (a) Nonprofit Legal Status. Modern Widows Club is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 set forth in the Articles of Incorporation and these Bylaws. (c) Distribution Upon Dissolution. Upon termination or dissolution of the Modern Widows Club any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Modern Widows Club hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Modern Widows Club, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a

finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Modern Widows Club then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

Article III MEMBERSHIP

3.01 No Membership Classes The corporation shall have only one (1) class of membership, members of the Board of Directors, who shall be voting members of the corporation.

3.02 Non-Voting Affiliates The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues Any dues for affiliates shall be determined by the board of directors.

Article IV BOARD OF DIRECTORS

4.01 Number of Directors Modern Widows Club shall have a board of directors consisting of at least 3 and no more than 15 directors.

4.02 Powers Except as otherwise provided by law and except with respect to powers assigned by these bylaws or delegated by the board to an officer of the Corporation, all corporate powers shall be exercised by or under the authority of the board, and the affairs of the Modern Widows Club shall be managed under the direction of the board.

4.03 Terms (a) The President shall serve as a member of the board of directors by virtue of her office and without necessity of election to the board. All other directors shall be elected to serve a two-year term. However the term may be extended until a successor has been elected. (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. (c) Directors may serve terms in succession. (d) The term of office of directors other than the President shall begin on January 1 and end on December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by an individual appointed by the President. Any director may be removed by the President at a meeting of the board after the President discloses the reason for removal and allows each director in attendance to voice his or her opinion regarding such decision.

4.07 Board of Directors Meetings. (a) **Regular Meetings.** The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon fourteen (14) days notice by first-class mail, electronic mail, facsimile transmission, telephone, or personal delivery. If

sent by mail, facsimile transmission, or

Page 4 of 17

electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. (b) Special Meetings. Special meetings of the board may be called by the president, or any two (2) other members of the board of directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose, of the meeting. Such notice may be provided by first-class mail, electronic mail, facsimile transmission, telephone, or personal delivery. (c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Florida law.

4.08 Manner of Acting. (a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present. (b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board. Except where these bylaws or state law specifically require a meeting, the directors may also act without a meeting by unanimous written consent. (c) Hung Board Decisions. On the occasion that members of the board of directors are unable to make a decision based on a tied number of votes, the president shall have the power to cast a second vote in order to break the tie. (d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Article V COMMITTEES

5.01 Committees The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may: (a) take any final action on matters which also requires board members' approval or approval of a majority of all members; (b) fill vacancies on the board of directors or in any committee which has the authority of the board; (c) amend or repeal Bylaws or adopt new Bylaws; (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable; (e) appoint any other committees of the board of directors or the members of these committees; (f) expend corporate funds to support a nominee for director; or (g) approve any transaction:

(i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.2 Meetings and Action of Committees Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action By The Board of Directors Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting by unanimous consent in writing, setting forth the action so taken. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

Article VI OFFICERS

6.01 Officers The officers of the corporation shall be a president, vice-president, secretary, and treasurer. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. Two or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

6.02 Election; Term of Office (a) President. The founder (Carolyn Moor) shall serve as the president of the corporation, allowed to select her successor and without necessity of election until her death, resignation, or removal as provided at Section 6.03(a).

(b) Other Officers. Except for the president, the officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer other than the president shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

(a) President. The president may be removed only by unanimous vote of the members of the board of directors (other than the president) but only for cause, which shall be defined as either criminal misconduct or a profound illness or disability which renders her unable to perform the essential functions of her position for at least six months. (b) Other Officers. The board of directors may remove any officer other than the president at any time, with or without cause, but only after consultation with the President. (c) Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 President The President shall be the chief executive officer of the Corporation. She shall be a continuing member of the Board of Directors. She shall have general management of the business of the Corporation and have general supervision of the other officers. She shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Corporation any specific powers, other than those that may be conferred only upon the President. She shall execute in the name of the corporation all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Directors. She shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. She shall be designated attorney-in-fact for the Corporation by virtue of her office. She shall be entitled to veto the decision to hire or terminate the employment of any candidate for employment or any employee of the corporation. No person shall be invited to speak or teach at a meeting held by the Corporation without his approval.

6.05 Vice President In the case or prolonged absence or disability of the president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the president.

6.06 Secretary

Page 8 of 17

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Article VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the president or other

persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or

Page 9 of 17

officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification (a) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings. (b) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law. (c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation in these Bylaws. (d) **Indemnification of Officers, Agents and Employees.** An officer of the corporation who is not a director is entitled to

mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract. (e) Exception. Notwithstanding any other provision of these bylaws, the corporation shall not indemnify or advance expenses to any or director against any expenses, judgment,

Page 10 of 17

fine, or other amount incurred by the officer or director as a result of his/her own gross negligence or intentional misconduct.

Article VIII MISCELLANEOUS

8.01 Books and Records The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.

Page 11 of 17

8.04 Nondiscrimination Policy The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Modern Widows Club not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. At least seven (7) days written advance notice of said meeting shall be given to each member of the Board of Directors.

Article X DOCUMENT RETENTION POLICY

10.01 Purpose The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Modern Widows Club records.

10.02 Policy

Section 1. General Guidelines.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, Modern Widows Club may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting

Page 12 of 17

document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents

Modern Widows Club expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Modern Widows Club informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be

available for public inspection upon request. (b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return. (c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years. (d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation. (e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

Page 13 of 17

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years. (g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement. (h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation: (i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret. (i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final

contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts. (j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years. (k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years. (l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently. (m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Article XI

Page 14 of 17

TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

11.01 Purpose By making full and accurate information about its mission, activities, finances, and governance publicly available, Modern Widows Club practices and encourages transparency and accountability to the general public. This policy will: (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents (The form 1023 and the form 990) Modern Widows Club shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws,

conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 IRS Annual Information Returns (Form 990) Modern Widows Club shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Article XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose Modern Widows Club requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all

Page 15 of 17

applicable laws and regulations. It is the intent of Modern Widows Club to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Modern Widows Club is in violation of law, a written complaint must be filed by that person with the vice president or the president.

12.03 Acting in Good Faith Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

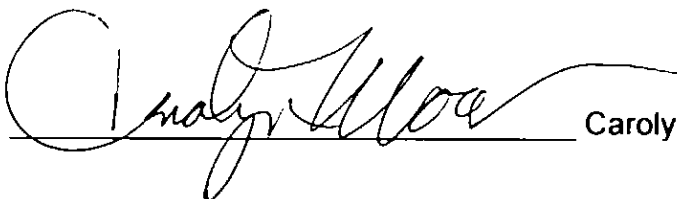
12.04 Retaliation Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Modern Widows Club and provides the Modern Widows Club with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement. Modern Widows Club shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Modern Widows Club or of another individual or entity with whom Modern Widows Club has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. Modern Widows Club shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Modern Widows Club that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Page 16 of 17

12.06 Handling of Reported Violations The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

Adopted this 22 day of November, 2019.

A handwritten signature in black ink, appearing to read 'Carolyn Moor', is written over a horizontal line.

Carolyn Moor, President

 Jen Johnson, Secretary