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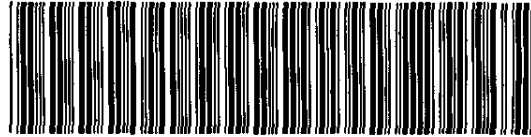
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Loving You Where You Are At, Inc.

DOCUMENT NUMBER: N14000006681

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

Please return all correspondence concerning this matter to the following:

Christa Hernandez

(Name of Contact Person)

(Firm/ Company)

9619 Lakedale Way, Unit 101

(Address)

Riverview, FL 33578

(City/ State and Zip Code)

christa@lovingyouwhereyouareat.com

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

For further information concerning this matter, please call:

Christa Hernandez

(Name of Contact Person)

at 813 347-1080

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Amendment
To
Articles of Incorporation
Of**

FILED
15 JAN -2 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Loving You Where You Are At, Inc.

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

N14000006681

(Document number of corporation)

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment to its Articles of Incorporation:

Article III is being amended to read as follows:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose of the organization is to equip and encourage women in the adult industry to move toward a life of freedom.

Article VIII is being added to read as follows:

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes 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 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these articles, the 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.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, 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.

The date of adoption of the amendment was:

12/17/2014

Adoption of Amendment

The amendment was adopted by the members and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 17th day of December, 2014.

Name

Christa Hernandez

Signature

Christa Hernandez

Title

President