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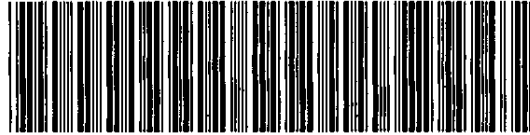
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MATTHEW J. LAPOINTE, ESQ.
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May 2, 2016

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Sisters of Flow Foundation, Inc.
Our File No.: 7269-1604.1

Dear Sir or Madam:

Enclosed is one original and one copy of the Articles of Incorporation for Sisters of Flow Foundation, Inc., a not for profit corporation to be formed. Also enclosed is a check for the \$70.00 filing fee.

If you require anything else, or if you have any questions concerning the enclosed Articles, please contact me at the above, direct-dial phone number or email address.

Very truly yours,

A handwritten signature in black ink that reads 'Connie D. Hoffman'. The signature is written in a cursive, flowing style.

Connie D. Hoffman, Legal Assistant
to Matthew J. Lapointe, Esquire

/cdh
Enclosures

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SISTERS OF FLOW FOUNDATION, INC.

In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I. NAME

The name of this Corporation shall be: Sisters of Flow Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10320 North 56th Street, Suite 100
Temple Terrace, FL 33617

ARTICLE III. PURPOSE

A. The Corporation is a nonprofit organization organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the purposes for which this Corporation is organized are to educate the public about menstrual cycles and reproductive health and to provide free and reduced-cost feminine hygiene products and health services to those who menstruate.

B. The Corporation shall not engage, other than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of the Corporation's exempt purpose.

C. The Corporation may accept contributions, gifts, loans and grants of whatever nature, and may accept contributions, gifts, loans and grants subject to conditions or restrictions as to use or expenditure of income and capital, or may reject any proposed contributions, gifts, loans and grants, all as shall be determined, in the discretion of the Directors, to be consistent with the purposes for which the Corporation is formed.

D. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to engage in any lawful act or activity necessary or conducive to the attainment of the purposes set forth in this Article III; provided, however, that notwithstanding any provision of these Articles or any provisions of law, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (a) an organization exempt from federal income tax under section 501(c)(3) of the Code, or (b) an organization, contributions to

which are deductible under sections 170, 2055 and 2522 of the Code.

ARTICLE IV. DIRECTORS

There shall be a minimum of three (3) directors and a maximum of fifteen (15) directors for this corporation, who shall be elected annually by the then-current board of directors in the manner provided in the By-Laws of the Corporation.

ARTICLE V. INITIAL DIRECTORS

The names and addresses of the initial Directors who shall hold office until their successors are elected and have qualified, are as follows:

De'Nicea Hilton, DOM, 10320 North 56th St., Suite 100, Temple Terrace, FL 33617

Tiffany Hilton, 10320 North 56th St., Suite 100, Temple Terrace, FL 33617

Danna Bramlett, 2609 Auburn Avenue West, Tampa, FL 33614

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Registered Agent of this corporation is:

De'Nicea Hilton, DOM, 10320 North 56th St., Suite 100, Temple Terrace, FL 33617

ARTICLE VII. INCORPORATORS

The name and address of the Incorporator is:

De'Nicea Hilton, DOM, 10320 North 56th St., Suite 100, Temple Terrace, FL 33617

ARTICLE VIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the

reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

B. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

C. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

D. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IX. LIQUIDATION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the Directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation and, provided further, that all such distributions must be to (a) one or more organizations (i) that are exempt from tax as organizations described in section 501(c)(3) of the Code, and (ii) contributions to which are deductible under the provisions of sections 170, 2055 and 2522 of the Code, or (b) to the federal government, or to a state or local government, for a public purpose.

ARTICLE X. NO PRIVATE INUREMENT; NO LOBBYING

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers or other private persons, except that the Corporation shall be authorized and empowered to pay for reasonable compensation for services rendered (other than to the Corporation's directors for their service as such) and to make payments and distributions in furtherance of the purposes set forth in these Articles.

B. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in section 501(h) of the Code, if applied to the Corporation), and the Corporation shall not participate in, or intervene

in (including publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 29 April, 2016


De'Nicea Hilton, Registered Agent

SIGNATURE OF INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in section 817.155, F.S.

Dated: 29 April, 2016


De'Nicea Hilton, Incorporator

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