

N 16 00000 9718

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(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

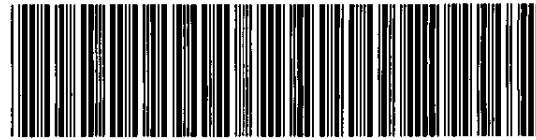
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S. TALLENT

MAR 07 2017

Amend

RECEIVED
DEPARTMENT OF STATE
17 MAR - 7 PM 3:45

FILED
17 MAR - 7 PM 3:56
SECRETARY OF STATE
TALLMANSSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The SHERO Group, Inc.

DOCUMENT NUMBER: N16000009718

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

Please return all correspondence concerning this matter to the following:

Danette G. Saylor
(Name of Contact Person)

The SHERO Group, Inc.
(Firm/ Company)

P.O. Box 2546
(Address)

Tallahassee, FL 32316
(City/ State and Zip Code)

DRSAYLOR1@AOL.COM ✓
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Danette Saylor at 850-212-3633
(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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

The Stereo Group, Incorporated

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

N16000009718

(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)

P.O. Box 2546

Tallahassee, FL 32316

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:

(Florida street address)

New Registered Office 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

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17 MAR - 7 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

Type of Action
(Check One)

Title

Name

Address

- | | | | |
|---|---------------|-----------------------|----------------------------|
| 1) <input type="checkbox"/> Change | <u>D</u> | <u>Crystal Carter</u> | <u>607 Harvest Dr</u> |
| <input checked="" type="checkbox"/> Add | | | <u>College Station, TX</u> |
| <input type="checkbox"/> Remove | | | <u>77845</u> |
| 2) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 3) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 4) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 5) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |
| 6) <input type="checkbox"/> Change | <u> </u> | <u> </u> | <u> </u> |
| <input type="checkbox"/> Add | | | <u> </u> |
| <input type="checkbox"/> Remove | | | <u> </u> |

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

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

Please see attached document.

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

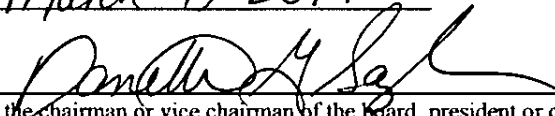
Effective date if applicable: _____
(no more than 90 days after amendment file date)

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.

Dated March 4, 2017

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)

Danette G Saylor
(Typed or printed name of person signing)

President
(Title of person signing)

THE SHERO GROUP, Inc.

**Article I.
Additional Provisions**

1.1 The purpose of the corporation is the propagation of the gospel and to use and apply the whole or any part of any real or personal property received, as well as, any income therefrom and the principal thereof exclusively for charitable, literary, scientific, or educational purposes as a defined organization that qualifies as an exempt organization under Section 501 (c) 3 of the Internal Revenue Code and regulations pursuant thereto as they now exist or as they may hereafter be amended.

1.2 The corporation shall also have within its powers to do and perform any and all things that may be incidental to or necessary or proper to the conduct of any or all of the purposes mentioned in Section 1.1 above, as well as, any other purposes not prohibited by law, with full power to do and perform any and all of said purposes in the State of Florida, and in any other state or commonwealth of the United States, Federal Districts, Territories or possessions of the United States, and in Foreign Nations.

As a means of accomplishing the foregoing purposes and without in any way limiting said purposes, and in addition to those powers specifically granted by the Code of the State of Florida, the Corporation shall have the following powers:

A. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, tangible and intangible, including money or property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash and to use the funds of this Corporation and the proceeds, income, rents, issues, and profits derived from any property of this Corporation for the purposes which the Corporation is formed;

B. To refuse or accept any bequest, devise, grant, gift, for any of its purposes, and property, both real and personal, of whatever kind, nature, or description and wherever situated;

C. To purchase or acquire, own, hold, lease (either as lessor or lessee), sell, exchange, convey mortgage transfer, or otherwise dispose of any property, both real

and personal, as the purposes of this Corporation may require, subject to such limitations as may be prescribed by law;

D. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien, upon assignment of, or agreement in regard to all or any part of the property, rights, privileges of the Corporation wherever situated, whether now-owned or hereafter acquired;

E. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) 3 of the Internal Revenue Code and regulations thereunder as they now exist or as they may be hereafter amended;

F. To enter into, make, perform, and carry out contract of every kind for any lawful purpose without limit or amount, with any person, firm, association or corporation, municipality, county, parish, state, territorial government, or other municipal or government subdivision;

G. In general, and subject to such limitations and conditions as are or many in the future be prescribed by law, to exercise the powers which are now or may hereafter be conferred by the corresponding or appropriate "Code of the Commonwealth of Virginia" and amendments thereof and thereto, upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization under Section 501 (c) 3 of the Internal Revenue Code and the regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are tax deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended;

H. To organize, structure, form, administer, and supervise one or more affiliated subordinates (units or plants of the central organization) under its general supervision or control and to do each and everything necessary to establish, maintain, and supervise said subordinates consistent with the purposes and powers contained herein (to be expressed in each subordinate's Articles of Association which shall not be inconsistent with the

purposes and powers of **THE SHERO GROUP, Inc.** with the understanding that each of said subordinates are subject to this Corporation's general supervision and control).

ARTICLE II.

MATTERS RELATIVE TO THE INTERNAL REVENUE CODE

2.1 At all times the following shall operate as conditions restricting the operations and activities of the corporation:

A. No part of the net earning of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

B. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986, as now enacted or hereafter amended.

D. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board corporation].

E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax laws.

ARTICLE III.
MATTERS RELATED TO DISSOLUTION

3.1 In the event of dissolution of the Corporation or the winding up of its affairs, whether voluntary or involuntary, the residual assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine or may be determined by a court of competent jurisdiction upon application of the Board of Directors, or exclusively to one or more organizations which are themselves exempt organizations as described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law or to the Federal, State, or local governments for exclusively public purposes.

3.2 Any of such assets not so disposed of shall be disposed of by the Court of the City in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In WITNESS WHEREOF, the undersigned, as the incorporator of THE SHERO GROUP, Inc., has hereunto executed these Articles of Incorporation on this the 4th day of March, 2017.

Signed: 
Danette Saylor
Incorporator