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WOMEN'S MARCH FLORIDA, INC.

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
WOMEN'S MARCH FLORIDA INC.
(in compliance with Chapter 617, F.S., Not for Profit)**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit corporation hereby amends and restates its Articles of Incorporation in their entirety as hereinafter set forth. The corporation reserves the right to further amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation.

**ARTICLE I
NAME**

The name of the corporation shall be **WOMEN'S MARCH FLORIDA INC.**

**ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS**

The street address of the initial principal office and mailing address of the corporation is 333rd Avenue #247, Fort Lauderdale, Florida 33301.

**ARTICLE III
PURPOSES**

The corporation is organized, and shall be operated, exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of the United States (the "Code"), and the corporation may engage in any lawful act or activity for which a nonprofit nonstock corporation may be organized under the laws of the State of Florida as set forth in Title 36, Chapter 617 of the Florida Statutes (and which are not inconsistent with its status as an organization described in Section 501(c)(4) of the Code). Within the scope of the foregoing purpose, the Corporation is operated primarily, but not by way of limitation thereof, to harness the political power of diverse women and their communities to create transformative social change through advocating for legislation, regulation and other governmental action at the international, federal, state and local levels to support necessary funding, education, services and research to address certain global issues. Notwithstanding any other provision of these Bylaws, the corporation may not take action that would be inconsistent with the requirements for tax exemption under Section 501(c)(4) of the Code, and related regulations, rulings, and procedures, and consistent with the foregoing, may not (except to an insubstantial degree): (i) serve a private interest other than one clearly incidental to an overriding public interest; (ii) participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office, except to an insubstantial degree; or (iii) distribute its assets on dissolution other than for one or more exempt purposes.

**ARTICLE IV
STOCK AND MEMBERS**

The corporation shall have no authority to issue capital stock. The corporation shall have at least one member. The conditions of membership or other criteria for identifying members shall be provided in the Bylaws of the corporation (the "Bylaws"). No member of the corporation shall have the right to any share of the profits and losses of the corporation or the right to receive any distribution of the corporation's

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assets. Members of the corporation, acting as members, shall have no right to manage or direct the activities or affairs of the corporation.

ARTICLE V DIRECTORS & OFFICERS

The activities and affairs of the corporation shall be managed by the officers of the corporation under the direction of a Board of Directors. The number of directors constituting the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws, but there shall be at least one (1) director. The manner in which officers and directors of the corporation are elected and appointed will be as provided in the Bylaws.

The names and addresses of the initial directors of corporation are as follows:

- (1) Director - Emma Collum - 533 NE 3rd Avenue, #247, Fort Lauderdale, Florida 33031
- (2) Director - Alexandra Newell Taylor - 3212 Alton Road, West Palm Beach, Florida 33405
- (3) Director - Maria J. Torres-López - 18267 42nd Rd. N., Loxahatchee, FL 33470
- (4) Director - Rachel Hargy - 810 East University Ave, Gainesville, FL 32601
- (5) Director - Natalia Duke - 1075 Duval St R21, Key West, FL 33040
- (6) Director - Carrie Feit - 13400 SW 66th Ave., Miami, FL 33156
- (7) Director - Paula Munoz - 12372 SW 10th St., Pembroke Pines, FL 33025
- (7) Director - Lynn Adams - 1420 Turnbridge Dr., Jupiter, FL 33458

No director or officer shall be personally liable to the corporation, a member or any other person for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to sections 617.0834 or 607.0831 of the Florida Statutes or (iv) for any transaction from which the director derived an improper personal benefit. No amendment or repeal of this Article V shall apply to or have any effect on the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VI DEDICATION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, shareholders, 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 the purposes set forth in Article III hereof. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Code or shall be distributed, for a public purpose, to the federal government, or to a state or local government. Any such assets not so 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE VII
ADDITIONAL FEDERAL TAX PROVISIONS**

In accordance with Section 508(e) of the Code, if in any taxable year the corporation is not a private foundation as defined in Section 509(a) of the Code, then in such year, the corporation shall not enter into any excess benefit transaction as defined in Section 4958 of the Code. In accordance with Section 508(e) of the Code, if in any taxable year the corporation is a private foundation as defined in Section 509(a) of the Code, then in such year:

- (i) The corporation shall distribute such amounts for each taxable year at such time and in such manner so as not to subject the corporation to tax on undistributed income under Section 4942 of the Code;
- (ii) The corporation shall not engage in any act of self-dealing that is subject to tax under Section 4941(d) of the Code;
- (iii) The corporation shall not retain any excess business holdings that are subject to tax under Section 4943(c) of the Code;
- (iv) The corporation shall not make any investments in such manner so as to subject the corporation to tax under Section 4944 of the Code;
- (v) The corporation shall not make any taxable expenditures that are subject to tax under Section 4945 of the Code.

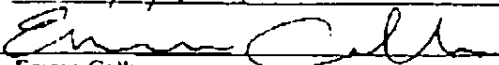
**ARTICLE VIII
CODE**

All references herein to the Code are to the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes that succeed the provisions thereof (i.e., the corresponding provisions of any subsequent federal tax laws).

**ARTICLE IX
REGISTERED OFFICE AND AGENT**

The Florida street address of the registered office of the corporation and the name of the registered agent of this corporation at that address is LEGALINC CORPORATE SERVICES INC., 5237 SUMMERLIN COMMONS, SUITE 400, FORT MEYERS, FLORIDA 33907.

There are not any members entitled to vote on the amendments. The amendments were approved by the Board of Directors.

Dated: 10/11/2017
By: 
Name: Emma Collum
Title: Director

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