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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SHE'S ADORED, INC**

Certificate of Status	0
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R. WHITE  
SEP 16 2019

2019 SEP 16 3 PM 3:39

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SHE'S ADORED, INC**

2019 SEP 13 PM 3:39

(Document N18000007259)

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, SHE'S ADORED, INC, a Florida not for profit corporation (the "**Corporation**"), adopts the following amendments to its Articles of Incorporation:

1. The name of the Corporation is SHE'S ADORED, INC.
2. ARTICLE III is hereby deleted its entirety and replaced with the following:

**ARTICLE III**

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to provide counseling, mentoring, life skills, social skills and other healing programs, as well as housing, to women who have been incarcerated, and women who have been traumatized and/or distressed by human trafficking, prostitution, abuse, addiction, homelessness or abortion, so as to empower them and their children to reintegrate into society; and, consistent with the above, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

3. ARTICLE V is hereby deleted its entirety and replaced with the following:

**ARTICLE V**

The registered office of the Corporation is located at 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, and its registered agent is Corporate Creations Network Inc.

4. The following new ARTICLE IX is added as follows:

**ARTICLE IX**

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(e) In the event that the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws):

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditure that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

5. The following new ARTICLE X is added as follows:

#### **ARTICLE X**

The Founder of the Corporation is Iris Lopez.

The Corporation is a non-membership corporation. The foregoing amendments to the Articles of Incorporation of the Corporation were duly approved and adopted by the Corporation's board of directors on September 13, 2019.

This amendment shall be effective as of the date of filing of this amendment.

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the unchanged and in full force and effect.

*[Signatures on following page]*

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 13<sup>th</sup> day of September, 2019.

**SHE'S ADORED, INC**

By: 

Name: Iris Lopez

Title: President

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept the appointment as registered agent of SHE'S ADORED, INC., a Florida not for profit corporation, 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 as provided for in Chapter 617 of the Florida Statutes.



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Corporate Creations Network Inc.  
By: Michael Reinhold, Vice President

Date: 09/13/2019