

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WHIM – WOMEN OF HELENA IN MOTION, INC.

Pursuant to the provisions of § 10-3A-80 et. seq. of the Alabama Nonprofit Corporation Act, WHIM – Women of Helena in Motion, Inc. (the “Corporation”) amends its Articles of Incorporation as follows:

1. The Corporation has no members at this time.
2. The following amendments of the Articles of Incorporation were adopted by the directors on October 3, 2005, by a majority vote of the directors in office, to be effective October 3, 2005, or as soon thereafter as the Articles of Amendment are filed with the appropriate recording offices in the manner prescribed by the Alabama Nonprofit Corporation Act:

Article III, 3.1(b)(1) is hereby deleted in its entirety, and the following is substituted therefore:

“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 section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.”

Article IX is hereby deleted in its entirety, and the following is substituted therefore:

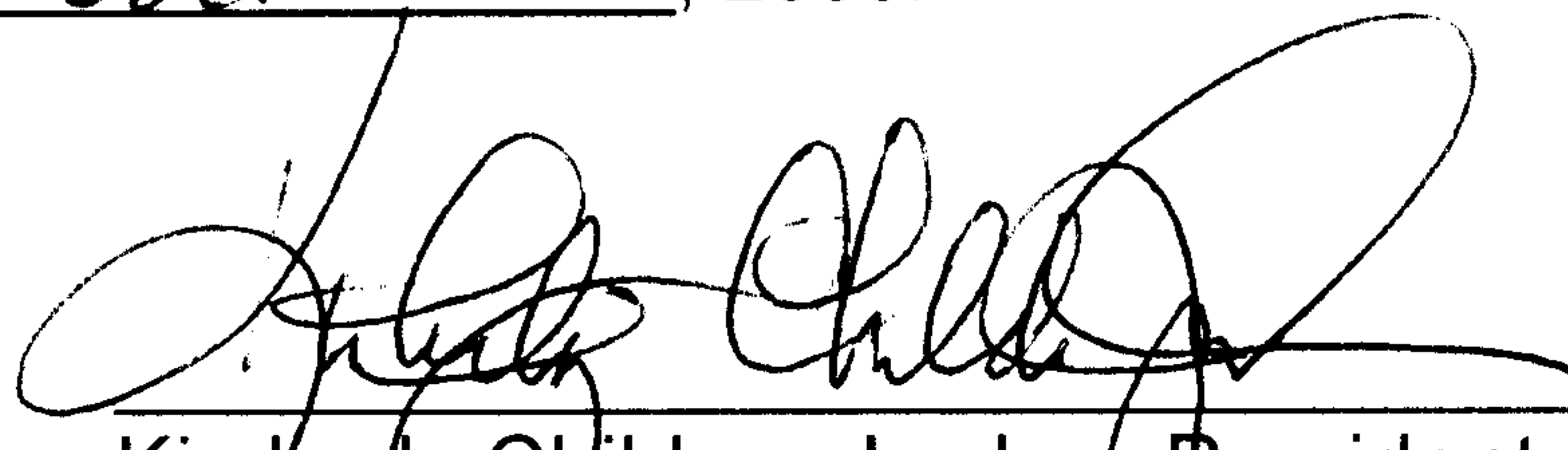
“No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on

(a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

Article IX is hereby deleted in its entirety, and the following is substituted therefore:

"Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas of the county in which the principal office of the organization 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."

DATED this 3RD day of October, 2005.


Kimberly Childers Jordan, President


Judy Ellington, Secretary

I, Judy Ellington, Secretary of WHIM – Women of Helena in Motion, Inc., hereby certify that the foregoing is a correct statement of the amendments as approved by a majority of the directors.


Judy Ellington, Secretary

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Kimberly Childers Jordan, whose name is signed to the foregoing Amendment to the Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND SEAL on this the 3rd day of October, 2005.

Notary Public: H. W. Gamble
State of Alabama at Large

(SEAL)

My Commission Expires: 3/1/08

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Judy Ellington, whose name is signed to the foregoing Amendment to the Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND SEAL on this the 3rd day of October, 2005.

Notary Public: H. W. Gamble
State of Alabama at Large

(SEAL)

My Commission Expires: 3/1/08

This document prepared by:

Harry W. Gamble
105 Owens Pkwy, Ste B
Birmingham, Alabama 35244



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Shelby Cnty Judge of Probate, AL
10/10/2005 10:38:20AM FILED/CERT

State of Alabama Shelby County

Certificate of Incorporation Amendment Of WHIM – WOMEN OF HELENA IN MOTION, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of WHIM – WOMEN OF HELENA IN MOTION, INC, duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in her by law, hereby issues this Certificate of Incorporation of WHIM – WOMEN OF HELENA IN MOTION, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 10TH day of OCTOBER, 2005.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

