

**ARTICLES OF AMENDMENT
OF
HELP FEED A KID INC**

The undersigned Officer of Help Feed a Kid inc (the "Organization"), pursuant to the Georgia Nonprofit Corporation Code (the "Act") § 14-3-1005, hereby executes the following Articles of Amendment (the "Articles") to amend and add Optional Provisions to the Articles of Incorporation approved on March 24, 2023. Article I below includes an AMENDMENT to the original Articles of Incorporation and Articles II – V are being ADDED:

The following amendment shall replace the business name of the organization.

ARTICLE I

Amended Business Name

The business name of the organization is: Help Feed a Kid Inc

The following articles shall replace the Optional Provisions section on the original Articles of Incorporation approved on of the organization approved on March 24, 2023 in their entirety.

ARTICLE II

Section 1. Purposes. The Organization is a nonprofit corporation that shall be organized and operated exclusively for charitable and educational purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to: (a) provide needed food to children in Haiti who are food insecure, (b) host educational activities for children in Haiti, (c) provide needed school supplies to children in Haiti whose families are unable to obtain them independently, (d) solicit and receive funds for the accomplishment of the above purposes; and (e) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Section 2. Dissolution. If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then

located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

Section 3. No Inurement. None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 4. Not an Action Organization; No Political Intervention. No substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. Should the Organization carry on such activities it shall be subject to excise taxes on political campaign and lobbying activities, under Code § 4945, and such tax applies to lobbying, including both "grassroots" lobbying (or indirect lobbying) and direct lobbying. The Organization shall not participate 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, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 5. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

ARTICLE III

Enumerated Powers

Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

Directors

Section 1. Creation and Number. The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the “Bylaws”) at a minimum of three (3).

Section 2. Election, Qualification, Selection, and Responsibilities. The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either inside the State of Georgia or elsewhere, including by electronic means.

ARTICLE V

Regulation of Corporate Affairs

The affairs of the Organization shall be subject to the following provisions:

Section 1. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a ‘private foundation’ described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 2. Power of Board. Subject to the provisions of these Articles, Bylaws, and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 3. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Organization’s Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 4. Liability. No officer, director, or employee of the Organization shall be liable for any of the Organization’s debts or obligations, except as required by state law.

Section 5. Reliance. All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors

by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 6. Committees. The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

ARTICLE VI

Manner of Adoption

Section 1. Vote & Date; Action by Board of Directors. The Board of Directors duly adopted these Articles at a duly called meeting at which quorum was present or by resolution by unanimous written consent executed on _____, 2023.

Section 2. Compliance. The manner of the adoption of these Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Organization.

Section 3. Presentment. The undersigned officer of the Organization hereby presents these Articles of Amendment to the Secretary of State of the State of Georgia for filing, representing beforehand to the Secretary of State and all persons whom it may concern that the manner of their adoption and the vote by which they were adopted constitute full compliance with the provisions of applicable law, the previously existing Articles of Incorporation, and the Organization's Bylaws.

* * *

IN WITNESS WHEREOF, the undersigned Officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this _____ day of _____, 2023.

By: _____

Name: Yvanne Jean Obei

Title: President