

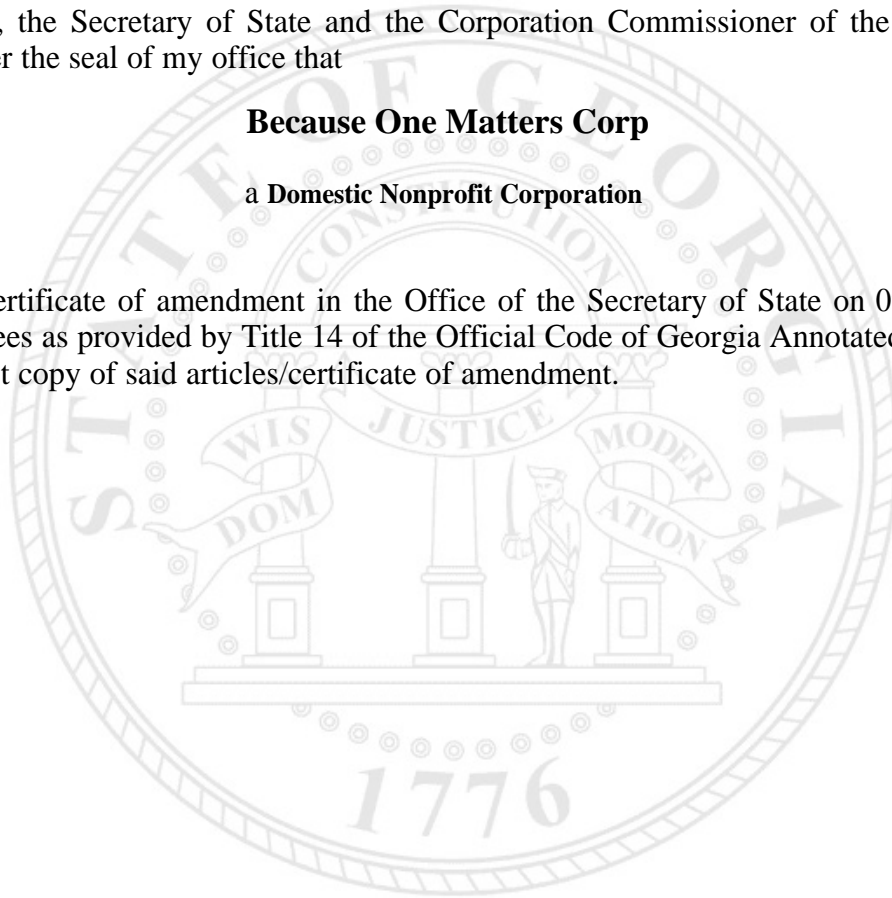
STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

Because One Matters Corp
a Domestic Nonprofit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 09/03/2015 and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/certificate of amendment.



WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 09/15/2015




Brian P. Kemp
Secretary of State

ARTICLES OF AMENDMENT
NONPROFIT CORPORATION

Pursuant to O.C.G.A §14-3-1005 of the General Statutes of Georgia, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is Because One Matters Corp.
2. The text of each amendment adopted is as follows (state below or attach):

| | |
|----------------|--|
| ITEM 8 | Dissolution Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. |
| ITEM 10 | Additional Provisions: a. Because One Matters Corp. is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. Specifically, the organization will provide birthday parties for foster kids in the State of Georgia and provide guidance/support to foster kids aging out of the system. b. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or 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. c. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of |

statements), any political campaign on behalf of any candidate for public office.

d. No part of the net earnings of the corporation 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.

3. The date of adoption of each amendment was as follows: _____

4. (Check a, b, and/or c, as applicable)

a. The amendments were approved by a sufficient vote of the board of directors or incorporators, and member approval was not required because membership consists of Board of Directors.

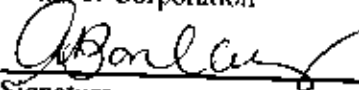
b. The amendment(s) was (were) approved by the members as required by Chapter 55A.

c. Approval of the amendment(s) by some person or persons other than the members, the board, or the incorporators was required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.

5. These articles will be effective upon filing, unless a date and/or time is specified: _____

This the 31 day of August, 2015

Because One Matters Corp.
Name of Corporation


Signature

Andrea Barclay, President
Type or Print Name and Title

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SECRETARY OF STATE
INTAKE DIVISION
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