

NGO

3276720

A0746294

*[Handwritten initials]*

FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

MAMMOGRAMS IN ACTION, INC.

FILED  
Secretary of State  
State of California

SEP 26 2013

*lcc*

The undersigned certify that:

- 1. They are the president and the secretary, respectively, of Mammograms In Action, Inc. (entity number: 3276720), a California corporation.
- 2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I  
Corporate Name

The name of the corporation (the "Corporation") is: Barbells for Boobs.

ARTICLE II  
Corporate Purpose

Section 2.01. Corporate Form and Purpose. The Corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 2.02. Specific Exempt Purpose. In particular, the Corporation's specific purpose is to raise awareness of breast cancer by providing funding for initial consultation, screening, diagnostic and access to treatment regardless of person's age or ability to pay.

Section 2.03. General Exempt Purpose. Also, the Corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code (the "Code") section 501(c)(3) (or the corresponding provision of any future federal internal revenue law). The Corporation's assets and properties are hereby pledged for use in performing its exempt functions.

ARTICLE III  
Membership

The Corporation will not have any members.

ARTICLE IV  
Duration

The Corporation's duration is perpetual.

ARTICLE V  
Powers

The Corporation is a nonprofit Public Benefit Corporation and has all of the powers, duties, authorizations, and responsibilities as provided in the California Nonprofit Public Benefit Corporation Law. Notwithstanding any other provision of these Articles, the Corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation. Notwithstanding any other provision in these Articles, the Corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code section 501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Code section 170(c)(2) (or the corresponding provision of any future federal internal revenue law).

ARTICLE VI  
Private Foundation Status

Notwithstanding any other provision of these Articles of Incorporation, if the Corporation is, or is determined to be, a private foundation as described in Code section 509(a), then the Corporation must distribute assets in each taxable year at the time and in a manner that will avoid tax under Code section 4942, the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Code section 4941(d), from retaining any excess business holdings as defined in Code section 4943(c), from making any investments in a manner that will subject the Corporation to tax under Code section 4944, and from making any taxable expenditures as defined in Code section 4945(d).

ARTICLE VII  
Tax-Exempt Status

Section 7.01. Political Activities. No substantial part of the activities of the Corporation may consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation may not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 7.02. Private Inurement. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

Section 7.03. Dissolution. Upon the Corporation's winding up and dissolution, after paying or adequately providing for payment of all of the Corporation's debts and liabilities, the Corporation must distribute its remaining assets to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Code sections 501(c)(3), 170(b)(1)(A), 2055(a), and 2522(a).

3. The foregoing amendment and restatement to the Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: 9/25/13

\_\_\_\_\_  
Zionna Munoz, President

\_\_\_\_\_  
Dustin Glass, Secretary

I hereby certify that the foregoing is a true and correct copy of the original record in the custody of the California Secretary of State office.



OCT 1 2013

Date:

DEBRA BOWEN, Secretary of State



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 01 2013

Date: \_\_\_\_\_ *Debra Bowen*

*Debra Bowen*  
DEBRA BOWEN, Secretary of State