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**AZ CORPORATION COMMISSION
FILED**

**ARTICLES OF INCORPORATION
OF
GOLDWATER PEDIATRIC FEEDING CENTER**

DEC 20 2006

FILE NO. 1332624.8

ARTICLE I

Name and Address

The name of the corporation is GOLDWATER PEDIATRIC FEEDING CENTER and its principal place of business shall be 8711 E. Pinnacle Peak Road #290, Scottsdale, Arizona 85255.

ARTICLE II

Purpose

The corporation is organized and to be operated as a nonprofit corporation exclusively for charitable, scientific, literary, and educational purposes under Chapters 19 and 26 through 40 of Title 10 of the Arizona Revised Statutes and as a tax-exempt organization under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law).

ARTICLE III

Character of Business and Affairs

The character of the business and affairs which the corporation initially intends to conduct in the State of Arizona is to:

- A. Solicit donations of property to the corporation to be used in furtherance of the corporation's stated charitable, scientific, literary, and educational purposes.
- B. Administer property donated to, or acquired by, the corporation and the income therefrom in furtherance of the corporation's stated charitable, scientific, literary, and educational purposes.
- C. Distribute such property to qualified organizations and persons for charitable, scientific, literary, or educational purposes.
- D. Do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the corporation.

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ARTICLE IV
Prohibited Activities

A. Anything herein to the contrary notwithstanding, no substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.

C. The corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) which is exempt from federal income tax under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and state income tax under section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law) or (ii) to which contributions are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law).

D. Anything herein to the contrary notwithstanding, if the corporation is a private foundation as defined in section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), 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 the corresponding provisions of any future law); nor distribute any of the income of the corporation in such a manner as to subject it to tax under section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor make any investments in such manner as to subject the foundation to tax under section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law); nor make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future law).

ARTICLE V
Existence

The corporation shall have perpetual existence.

ARTICLE VI

Members

The corporation shall have no members.

ARTICLE VII

Dissolution and Liquidation

In the event of the dissolution or liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute any and all surplus, capital, or assets thereof to one or more corporations, funds, or organizations created or organized in the United States of America or under the laws of the United States of America, any state, or the District of Columbia, and engaged in activities and having purposes substantially similar to those of the corporation and which are described in each of sections 170(b)(1)(A), 170(c), 507(b)(1)(A), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law) and contributions to which are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), or if none exist, to one or more corporations, funds, or organizations created or organized in the United States of America or under the laws of the United States of America, any state, or the District of Columbia, and conducted solely and exclusively for charitable, scientific, literary, or educational purposes, no part of the net earnings of which shall inure to the benefit of any private shareholder, member, director, trustee, officer, or individual of that entity and no substantial part of the activities of which is the carrying on of propaganda or attempting to influence legislation or political campaigns and as shall at the time be described in each of sections 170(b)(1)(A), 170(c), 507(b)(1)(A), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), and section 43-1201.4 of the Arizona Revised Statutes (or the corresponding provisions of any future law), and contributions to which are deductible under sections 170(a), 170(b)(1)(A), 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law), as the board of directors shall determine.

ARTICLE VIII

Board of Directors

A. The business and affairs of the corporation shall be managed by a board of directors. The number of directors shall be not less than one (1) nor more than nine (9); within such limitations, the number of directors shall be as specified from time to time in the corporation's bylaws. The initial board of directors shall serve until the first annual meeting of directors. Except as otherwise provided in this Article, the term of

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each director shall be two years. With the exception of the directors on the initial board of directors, the directors shall be divided into two classes of equal number if there is an even number of directors, or into two classes differing in number by one director if there is an odd number of directors. The directors of each such class of directors shall be elected by the board of directors at the annual meeting of the board of directors of the corporation. The terms of office of the directors in each such class shall be staggered so that the directors in one class of directors are elected in a separate year from those directors in the other class of directors. A nominee receiving the votes of two-thirds of the directors of the corporation shall be elected to the board. In the event of a vacancy on the board of directors, the remaining directors shall elect, by a majority vote, a successor to serve for the remainder of the two-year term of the office which became vacant, at any meeting properly called for such purpose. Any director may be removed, for or without cause, by a vote of two-thirds of the directors of the corporation at any meeting properly called for such purpose, and a successor then may be elected by a vote of two-thirds of the directors of the corporation, at any meeting or any subsequent meeting duly called for such purpose, to fill the vacancy thus created.

B. The annual meeting of the board of directors shall be held on the date specified in the corporation's bylaws. There shall be not less than one meeting of the board of directors each fiscal year. The meetings of the board of directors shall be held at such place within or without the State of Arizona as may be designated by the board of directors from time to time.

C. The board of directors shall have the power to adopt bylaws, to amend or repeal the same, to fill vacancies occurring in the board of directors, to elect officers, to appoint committees, including, without limitation, an executive committee, with such members, powers, and authority as they may confer, and to do all other things not prohibited by law to manage the affairs of the corporation.

D. The following persons constitute the initial board of directors to serve until the first annual meeting of directors and until their successors shall have been duly elected and qualified, at which time, the terms of the initial directors shall expire and the new board of directors shall be divided into two classes as provided in this Article:

Shannon K. Goldwater

8711 E. Pinnacle Peak Road #290
Scottsdale, Arizona 85255

Robert W. Goldwater, III

8711 E. Pinnacle Peak Road #290
Scottsdale, Arizona 85255

ARTICLE IX

Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, and such additional officers as the board of directors may deem necessary, who shall be elected annually by the board of directors as prescribed in the bylaws. The officers elected shall hold office for a period of one year, or until their successors are elected and qualified, but shall be subject to removal by the board of directors at any time. The first officers of the corporation shall be elected by the board of directors at the first meeting of such board of directors, and shall serve at the pleasure of the board. Any two or more offices may be held by the same person.

ARTICLE X

Liability and Indemnification

The personal liability of any director of the corporation to the corporation or to other persons for monetary damages for breach of fiduciary duties as a director is hereby eliminated to the fullest extent allowed under the Arizona Revised Statutes, as amended from time to time. The corporation shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person acting as an incorporator, director, officer, employee, or agent of the corporation. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE XI

Incorporators

The following individual constitutes the incorporator of the corporation:

Shannon K. Goldwater
8711 E. Pinnacle Peak Road #290
Scottsdale, Arizona 85255

ARTICLE XII

Statutory Agent

The corporation hereby appoints as its statutory agent Charles W. Whetstone, Esq., 3101 North Central Avenue, Suite 1600, Phoenix, Arizona 85012.

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto set
her hand as of the 18th day of December, 2006.

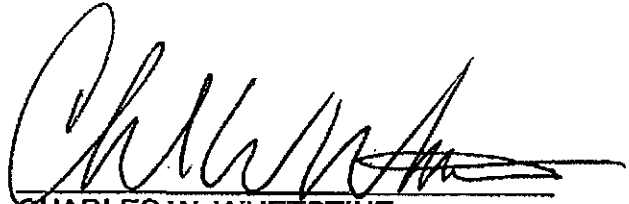
Shannon K. Goldwater
SHANNON K. GOLDWATER

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CONSENT TO ACT AS STATUTORY AGENT

I, Charles W. Whetstine, having been designated to act as Statutory Agent for Goldwater Pediatric Feeding Center, hereby consent to act in that capacity until removed, or my resignation is submitted in accordance with the Arizona Revised Statutes.

DATED: December 19, 2006.


CHARLES W. WHETSTINE

AZ CORPORATION COMMISSION
FILED

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

FILE NO. -1332424.8 GOLDWATER PEDIATRIC FEEDING CENTER

Pursuant to the provisions of Arizona Revised Statutes § 10-2004, et seq., and as previously authorized by the Board of Directors of the Corporation, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I is hereby amended in its entirety to read as follows:

"ARTICLE I

Name and Address

The name of the corporation is P.O.P.S.I.C.L.E. CENTER, INC. and its principal place of business shall be 8711 E. Pinnacle Peak Road #290, Scottsdale, Arizona 85255."

2. Except as provided above, all other Articles shall remain unchanged.

3. The foregoing amendment to the Articles of Incorporation of this corporation was adopted by the Board of Directors through Resolutions and Action Taken by the Directors Without a Meeting, dated August 15, 2007, as permitted by Arizona Revised Statutes § 10-821.A. A consent to such Action Without a Meeting has been executed by all of the members of the Board of Directors, and is contained in the minute book of the corporation.

IN WITNESS WHEREOF, the foregoing Articles of Amendment to the Articles of Incorporation of Goldwater Pediatric Feeding Center are hereby executed and effective on this 15th day of August, 2007.

GOLDWATER PEDIATRIC CENTER

By Shannon Goldwater, President
Shannon Goldwater, President

AZ CORPORATION COMMISSION
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FILE NO. 13326248

**SECOND ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
P.O.P.S.I.C.L.E. CENTER, INC.**

Pursuant to the provisions of Arizona Revised Statutes §10-11002, and as previously authorized by the Board of Directors of the corporation, the undersigned corporation adopts the following Second Articles of Amendment to its Articles of Incorporation:

1. Paragraph A. of Article VIII is hereby amended in its entirety to read as follows:

"A. The business and affairs of the corporation shall be managed by a board of directors. The number of directors shall be not less than one (1) nor more than twenty-five (25); within such limitations, the number of directors may be fixed or changed from time to time by the board of directors. The initial board of directors shall serve until the first annual meeting of directors. Except as otherwise provided in this Article, the term of each director shall be two years. With the exception of the directors on the initial board of directors, the directors shall be divided into two classes of equal number if there is an even number of directors, or into two classes differing in number by one director if there is an odd number of directors. The directors of each such class of directors shall be elected by the board of directors at the annual meeting of the board of directors of the corporation. The terms of office of the directors in each such class shall be staggered so that the directors in one class of directors are elected in a separate year from those directors in the other class of directors. A nominee receiving the votes of two-thirds of the directors of the corporation shall be elected to the board. In the event of a vacancy on the board of directors, the remaining directors shall elect, by a majority vote, a successor to serve for the remainder of the two-year term of the office which became vacant, at any meeting properly called for such purpose. Any director may be removed, for or without cause, by a vote of two-thirds of the directors of the corporation at any meeting properly called for such purpose, and a successor then may be elected by a vote of two-thirds of the directors of the corporation, at any meeting or any subsequent meeting duly called for such purpose, to fill the vacancy thus created."

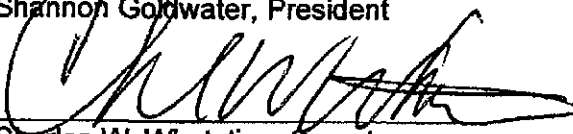
2. Except as provided above, all other Articles shall remain unchanged.

3. The foregoing amendment to the Articles of Incorporation of this corporation was adopted by the Board of Directors at a Special Meeting of the Board on March 23, 2010.

IN WITNESS WHEREOF, the foregoing Second Articles of Amendment to the Articles of Incorporation of P.O.P.S.I.C.L.E. CENTER, INC., are hereby executed and effective on this 18 day of April, 2010.

P.O.P.S.I.C.L.E. CENTER, INC.,
an Arizona non-profit corporation

By 
Shannon Goldwater, President

By 
Charles W. Whetstone, Secretary



THIRD ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
P.O.P.S.I.C.L.E. CENTER, INC.

Pursuant to the provisions of Arizona Revised Statutes § 10-11002, et seq., and as previously authorized by the Board of Directors of the Corporation, the undersigned Corporation adopts the following Third Articles of Amendment to its Articles of Incorporation:

1. Article I is hereby amended in its entirety to read as follows:

"ARTICLE I

Name and Address

The name of the corporation is FEEDING MATTERS, INC., and its principal place of business shall be 7650 East Redfield Road, Suite C6, Scottsdale, Arizona 85260."

2. Except as provided above, all other Articles shall remain unchanged.
3. The foregoing Third Articles of Amendment to the Articles of Incorporation of this Corporation was adopted by the Board of Directors at a regular meeting of the Board on February 18, 2014.

IN WITNESS WHEREOF, the foregoing Third Articles of Amendment to the Articles of Incorporation of P.O.P.S.I.C.L.E. CENTER, INC. is hereby executed and effective on this 5th day of March, 2014.

P.O.P.S.I.C.L.E. CENTER, INC.,
an Arizona nonprofit corporation

By Shannon Goldwater
Shannon Goldwater, President

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**FOURTH ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
FEEDING MATTERS, INC.**

Pursuant to the provisions of Arizona Revised Statutes §10-11002, and as previously authorized by the Board of Directors of the corporation, the undersigned corporation adopts the following Fourth Articles of Amendment to its Articles of Incorporation:

1. Paragraph A. of Article VIII is hereby amended in its entirety to read as follows:

"A. The business and affairs of the corporation shall be managed by a board of directors. The number of directors shall be not less than one (1) nor more than twenty-five (25); within such limitations, the number of directors may be fixed or changed in the bylaws from time to time by the board of directors. The terms of the directors shall be set forth in the bylaws. A director shall be elected by the directors then serving. A nominee receiving the votes of two-thirds of the directors of the corporation shall be elected to the board. In the event of a vacancy on the board of directors, two-thirds of the remaining directors shall elect a successor to serve for the remainder of the term of the office which became vacant, at any meeting properly called for such purpose. Any director may be removed, for or without cause, by a vote of two-thirds of the directors of the corporation (not counting the director to be removed) at any meeting properly called for such purpose, and a successor then may be elected by a vote of two-thirds of the directors of the corporation, at any meeting or any subsequent meeting duly called for such purpose, to fill the vacancy thus created."

2. Article IX is hereby amended in its entirety to read as follows:

"ARTICLE IX.

Officers

The officers of the corporation shall be a such officers as are set forth in the bylaws of the corporation, each of whom shall be elected by the board of directors. The officers elected shall hold office for a period set forth in the bylaws, or until their successors are elected and qualified, but shall be subject to removal by the board of

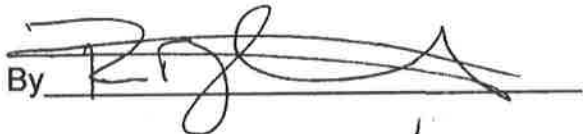
directors at any time, for or without cause. Any two or more offices may be held by the same person."

3. Except as provided above, all other Articles shall remain unchanged.

4. The foregoing amendment to the Articles of Incorporation of this corporation was adopted by the Board of Directors at a Meeting of the Board on February 21, 2017.

IN WITNESS WHEREOF, the foregoing Fourth Articles of Amendment to the Articles of Incorporation of Feeding Matters, Inc., are hereby executed and effective on this 21 day of FEBRUARY, 2017.

FEEDING MATTERS, INC.,
an Arizona non-profit corporation

By 

Name: R. BRUCE WRIGHT

Title: CHAIRMAN OF THE BOARD