

719190

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900002486359-- 0  
-04/13/98--01050--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Restated Articles of Incorporation

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

98 JUL -6 PM 2:07  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$35.00

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Mrs. Theodora Williams. President

FROM: Northwest Federated Woman's Club, Inc.

Name (Printed or typed)  
P.O. Box 5622

Address

Ft. Lauderdale, Florida 33310

City, State & Zip

(954) 733-0522

Daytime Telephone number

VS JUL 8 1998  
Restated art.

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 20, 1998

MRS. THEODORA WILLIAMS, PRESIDENT  
NORTHWEST FEDERATED WOMAN'S CLUB, INC.  
P.O. BOX 5622  
FT. LAUDERDALE, FL 33310

SUBJECT: NORTHWEST FEDERATED WOMAN'S CLUB OF BROWARD  
COUNTY, INC.  
Ref. Number: 719190

We have received your document for NORTHWEST FEDERATED WOMAN'S CLUB OF BROWARD COUNTY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 798A00021031

*Rec'd 7/6 Corp.  
Div. of Corp.*

**NORTHWEST FEDERATED WOMAN'S CLUB  
OF BROWARD COUNTY, INC.**

2161 Northwest 19th Street, Fort Lauderdale, Florida 33311

**MOTTO: *"Lifting As We Climb"***

Date: 6/30/98

Ms. Velma Shepard,  
Corporation Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Corporation #719190

Dear Ms. Shepard:

In response to your letter of April 20th attached hereto, concerning the filing of our restated articles of incorporation, please find the enclosed information.

- One original and one copy of the restated articles of incorporation with the correct name of our organization.
- Two original certificates of adoption.

Should the need arise, please feel free to contact me directly.

Sincerely Yours,

*Theodora Williams*

Theodora Williams,  
President

**RESTATED ARTICLES OF INCORPORATION  
FOR THE  
NORTHWEST FEDERATED WOMAN'S CLUB  
OF BROWARD COUNTY, INC.**

The undersigned subscribers to these Restated Articles of Incorporation are natural persons competent and authorized to restate the Articles of Incorporation for the Northwest Federated Woman's Club of Broward County, Inc., a Florida nonprofit Corporation hereinafter referred to as the "Corporation."

**Article I - NAME**

The name of this Corporation shall be Northwest Federated Woman's Club of Broward County, Inc.

**Article II - ADDRESS**

The principle place of business where the Corporation will be located is 2161 Northwest 19th Street, Ft. Lauderdale, Florida 33311. The mailing address of the Corporation is P.O. Box 5622, Ft. Lauderdale, Florida 33310.

**Article III - PURPOSE**

Said corporation is organized exclusively for charitable, scientific, educational, fostering of amateur sports competition, and literary 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 Tax Code and any future corresponding tax code.

The specific purposes for which the corporation is organized are to promote the education of women and children, raise standards of the home, involve women in relevant issues, work for the moral, economic, social, and religious welfare of women and children, secure and use the influence of the club for the support and enforcement of civil rights, and to promote interracial understanding, justice, goodwill and peace among all people. As well as, to carry out health, cultural, historical, youth, advocacy, civil rights, sports, athletic, and recreational, services and activities; provide instruction, training and published information to the public on subjects useful to individuals and beneficial to the community; improve the mental and physical health conditions of senior citizens; supply employment opportunities; furnish museum services for purposes of promoting, and encouraging the knowledge and appreciation of Florida history through the collection, presentation, exhibition, and interpretation of artifacts and other historical properties related to Florida; and conduct research studies considered to be in the public interest and made available to the public on a nondiscriminatory basis;.

98 FILED  
JUL -6 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **Article IV - MANNER OF ELECTION OF DIRECTORS**

Directors of the Corporation shall be nominated by officers of the corporation, individually approved for the election process by a majority vote of the membership, and elected by a majority vote of the corporation officers. Officers of the corporation shall be elected by a majority vote of the membership.

## **Article V - MEMBERSHIP**

The qualifications, classes, and conditions of membership shall be contained in the By-laws of this Corporation. The Corporation shall not discriminate against applicants for membership on the basis of race, color, or religion.

## **Article VI - PROHIBITION**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, trustees, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these restated articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

## **Article VII - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

## Article XIII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent, of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, employee, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation may also pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these restated Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these restated Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, employee, or agent for the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these restated Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

## **Article IX - DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt puposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principle office of the Corporation 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.

## **Article X - AMENDMENT**

These restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a meeting by a majority vote of the Members in attendance at a meeting called to include such purpose, unless all of the Directors and all the Members with voting rights sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **Article XI - EFFECTIVE DATE**

These Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **Article XII - REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent of this Corporation is Theodora Williams, 6421 NW. 54th Court, Lauderhill, Florida 33319.

### Article XIII - INCORPORATORS

The name and street address of the incorporators of these restated Articles of Corporation are as follows:

1. Theodora Williams, President, 6421 NW 54th Court, Lauderhill, FL 33319
2. Rubye H. Howell, 1st Vice President, 1536 NW 12th Terr., Ft. Lauderdale, FL 33311
3. Panchitta Chishom, Recording Secretary, 1241 NW. 24th Ave., Ft. Lauderdale, FL 33311

The undersigned incorporators have executed these restated Articles of Incorporation on the date identified below.

Theodora S. Williams  
Signature/Incorporator

6/25/98  
Date

Panchitta H. Chishom  
Signature/Incorporator

6/25/98  
Date

Rubye H. Howell  
Signature/Incorporator

6/25/98  
Date

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THESE RESTATED ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these restated articles of incorporation, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Theodora Williams  
Theodora Williams, President

6/25/98  
Date



**Northwest Federated Woman's Club  
of Broward County, Inc.  
Restated Articles of Incorporation**

**CERTIFICATE OF ADOPTION**

This is to certify that the foregoing Restated Articles of Incorporation for the Northwest Federated Woman's Club of Broward County, Inc., was approved and adopted by a majority vote of the members at a meeting called for such purpose on the 4<sup>th</sup> day of June, 1998 and the number of votes cast was sufficient for approval.

Acknowledged by:

*Theodora Williams*

Theodora Williams, President

Date: 6/4/98