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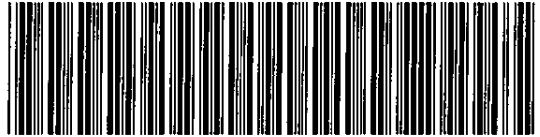
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VA

FOSTER & FUCHS, P.A.

ATTORNEYS AT LAW

7108 FAIRWAY DRIVE
SUITE 200
PALM BEACH GARDENS, FLORIDA 33418

JOHN FENN FOSTER
LANCE C. FUCHS

TELEPHONE (561) 799-6797
FACSIMILE (561) 799-6551

ROBERT McK. FOSTER (1922-1998)
ROBERT M. FOSTER (1893-1958)

E-MAIL: lbogatin@fosterfuchs.com

May 5, 2008

VIA FEDEX

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Femineza North America, Inc., Not for Profit Corp.

Dear Sir or Madam:

Enclosed please find two original Articles of Incorporation for the above referenced corporation along with our firm check in the amount of \$78.75.

Please return a stamped copy to our office for our records.

Should you have any questions, please call.

Sincerely,



Lisa Bogatin
Office Administrator

LB
Enclosures

ARTICLES OF INCORPORATION
OF
FEMINENZA NORTH AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida
Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: FEMINENZA NORTH AMERICA, INC.
("Corporation" or "Feminenza")

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal place of business is 1802 Antigua Road, West
Palm Beach, Florida 33406 and mailing address of this corporation shall be P. O. Box 24381, Ft.
Lauderdale, Florida 33307-4381.

ARTICLE III

MEMBERS

The Corporation shall have members and shall issue membership certificates. The
Corporation shall not issue shares of stock. The qualification of members of the Corporation, the
authorized number, and the manner of admission of members to this Corporation, the different
classes of membership, if any, the privilege of voting and other rights and privileges of members,
the liability of members for dues or assessments, if any, and the termination of membership, shall
be as set forth in the Bylaws of this Corporation.

ARTICLE IV

DURATION

The duration (term) of the Corporation is perpetual so long as at least one Director
maintains a license in good standing with Feminenza International, Ltd., or its successors and/or
assigns. If said license is not maintained, the corporate existence shall be terminated and the
Corporation dissolved according to law.

ARTICLE V

PURPOSES

The specific purpose for which the Corporation is organized is:

- a. To engage in and transact any lawful business under the Florida Not For Profit Corporation Act.
- b. To do such other things as are incidental to the purpose of Not For Profit Corporation's or necessary or desirable in order to accomplish them.
- c. To implement the terms, provisions and conditions of a license agreement from Feminenza International, Ltd. held by at least one of the Directors, as such license shall be amended from time to time.
- d. The purposes for which this Not For Profit Corporation is organized are exclusively charitable, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended, and the Regulations promulgated thereunder, with the following being the particular objects and purposes of the Corporation:
 - (1) Feminenza believes that the existence of the two genders implies a partnership to something better. Their union is designed to create something that is a step forward for humanity. We believe there is a call for the feminine gender to learn and grow to meet what is needed now, to be open to the future, and to play its part in the next step of evolution and update of both genders. We uphold values that respect the uniqueness and sanctity of all life and the diversity and nature of cultures. As world citizens, all part of one human race, we are committed to finding and establishing the unifying perceptions and values that bridge the differences between all peoples.
 - (2) To promote new understanding between the genders, and to establish an association based on respect and honor in the exchange that occurs between the natures of the masculine and feminine genders, coming from deeper insight and wisdoms, promoting the best in each.
 - (3) To help restore the dignity and unique purpose of the feminine gender in these current times, by sharing existing and new knowledge towards promoting a better understanding of the true nature and potential of the feminine gender.
 - (4) To help women and girls searching for a better platform and better tools by which to succeed in life as and when possible, in any way or in any part of the world as membership and funding permits, by providing assistance in terms of support, education, and sisterhood.

(5) To promote an international web of strength, humanity, support and unity among women, and between women and men in these current times.

(6) To assist human development, by furthering these understandings through the global work and outplay of Feminenza.

(7) To hold educational conferences, meetings, lectures and exhibitions for the consideration and discussion of matters concerning or affecting or incidental to the implementation of the Feminenza License.

(8) To organize and finance education and training courses concerned with the objects of the Corporation including without limiting the generality of the foregoing seminars, study groups, discussions, courses and the reading of learned papers concerned with matters related or incidental to the implementation of the Feminenza License.

(9) To prepare, edit, print, publish, issue, acquire and circulate (or to assist in the same) books, papers, periodicals, gazettes, circulars and other literary undertakings and films and other visual or audio aids.

(10) To establish and maintain a library and collection of literature, films, recordings and other materials relating to all things connected with or incidental to the Corporation's objects and to afford facilities for the registered Feminenza Members to have access to, and use of, the same.

(11) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, real or personal property, or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in furtherance of the mission and purpose of this Corporation;

(12) To make grants, gifts, donations, or charitable contributions to organizations and programs which are described in Section 501(c)(3) of the Code, as amended for the purposes described herein;

(13) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with these Articles or the Bylaws of the Corporation;

(14) To purchase insurance, reconstruct improvements after casualty, make additional improvements on property and employ personnel to perform the services required for proper operation of the Corporation;

(15) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(16) To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

(17) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of the Corporation shall be handled, administered operated and distributed as hereinabove set forth, the Corporation, its Directors and officers shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of these exercised by and organization exempt under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as may be hereafter amended.

ARTICLE VI

MANNER OF ELECTION OF DIRECTORS AND INITIAL BOARD

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, by may never be less than three. The method and manner in which directors are to be elected or appointed shall be as stated in the Bylaws. At least one (1) Director shall be a license holder in good standing with Femineza International, Ltd., or its successor and/or assign.

The initial Board of Directors is:

Elizabeth Hamill, 1802 Antigua Road, West Palm Beach, Florida 33406
Elizabeth Lyell, 118 Boston St., #B, Seattle, Washington 98109
Lisa Marcus, 10930 King Bay Drive, Boca Raton, Florida 33498

ARTICLE VII

OFFICERS

The officers of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors.

ARTICLE VIII

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: John Fenn Foster, 7108 Fairway Drive, Suite 200, Palm Beach Gardens, Florida 33418.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: John Fenn Foster, Esq., FOSTER & FUCHS, P.A., 7108 Fairway Drive, Suite 200, Palm Beach Gardens, Florida 33418.

ARTICLE XI

LIMITING POWERS CLAUSE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in the purpose clause 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) 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.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of, shall be disposed of by the Circuit Court of the county in which the principal 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. Notwithstanding the foregoing, any assets of the Corporation that were supplied to the Corporation by Feminenza International, Ltd., or its authorized agents, shall be returned to Feminenza International, Ltd., or its successor and/or assigns upon dissolution of the Corporation.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XIV

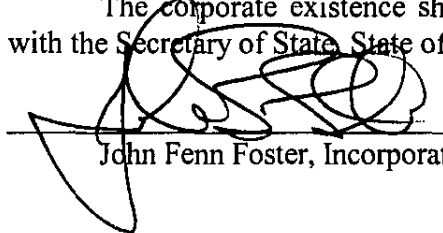
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to, Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617, and other similar laws.

ARTICLE XV

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall commence upon filing of these Articles of Incorporation with the Secretary of State, State of Florida.


John Fenn Foster, Incorporator

5-1-08
Date

CERTIFICATE OF DESIGNATION/REGISTERED AGENT/OFFICE

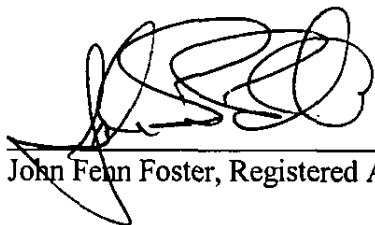
Corporation:

FEMINENZA NORTH AMERICA, INC

Registered Agent/Office:

John Fenn Foster
7108 Fairway Drive, Suite 200
Palm Beach Gardens, FL 33418

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.



John Fenn Foster, Registered Agent

5-1-04

Date

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TALLAHASSEE, FLORIDA