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TALLAHASSEE, FLORIDA

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4/1/11

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RONALD A. LUZIM, Esquire

Certified Family & Circuit Court Mediator

Member of New York & Florida Bars

Luzimlaw@AOL.com

ROBIN GORDON

Paralegal

March 31, 2011

Department of State
Division of Corporations
Corporate Filing
PO Box 6327
Tallahassee, FL 32314

Re: Give Her a Voice, Inc.
a Florida not-for-profit corporation

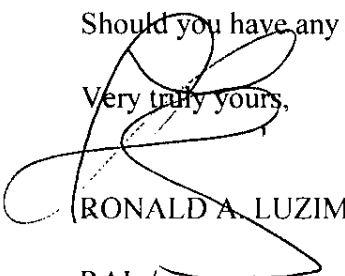
Dear Sir or Madam:

Enclosed please find our Amended Articles of Incorporation of Give Her a Voice, Inc., along with a check in the amount of \$43.75 representing the filing fee (\$35.00) and the cost of one certified copy (\$8.75) to be returned to us.

We have also enclosed a stamped, self addressed return envelope for your convenience in mailing the recorded and certified document back to our offices.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



RONALD A. LUZIM

RAL / rg
enclosures

AMENDED ARTICLES OF INCORPORATION

OF

GIVE HER A VOICE, INC.

a Florida not-for-profit corporation

(Pursuant to s. 617.1007, Florida Statutes.)

APPROVED
FILED
11 APR - 1 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida adopts the following restated Articles of Incorporation.

1. **Name.** The name of this corporation is GIVE HER A VOICE, INC. The duration of the corporation shall be perpetual.

2. **Tax-Exempt Status.**

A. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Notwithstanding any other provision of these Restated Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

B. In addition, this corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax exempt status of the corporation under §501(c)(3) of the Internal Revenue Code and its regulations as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.

3. **Initial Objectives.** The charitable, scientific, literary and/or educational objectives and purposes of this corporation include but are not limited to educating, assisting, supporting, and empowering women and persons experiencing emotional and/or physical abuse, neglect, trauma or abandonment and addictions; and to provide resources for healing and recovery; and to support various forms of expression; and to provide an outlet and opportunity for individual growth; and to obtain, provide and or assist with financial funding, educational, and in-kind services to help and support these objectives; and to promote and engage in any lawful purpose

or purposes not for pecuniary profit allowable under the laws of the State of Florida.

4. **Powers.** In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

A. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, scientific, benevolent, civic, social, fraternal, cultural, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

B. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.

C. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

D. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

E. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administer, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

F. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

G. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

H. To act as trustee of funds for trusts created solely for charitable, religious, scientific, benevolent, civic, social, cultural, fraternal, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

I. To do any and every act or thing, and to engage in any other activity or

undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

J. To hold meetings, lectures, and other educational, cultural, business, civic and/or social programs, to engage speakers, writers, dancers, artists, to compile and distribute information, and to provide printed material, forms, recordings, CD's, DVD's, films, videos, and/or other presentations or materials for the benefit of the members and/or the public.

K. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

L. To establish terms and conditions of membership in the corporation.

M. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

5. **Non-Profit Status.** This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall be paid to any director, officer, or member of this corporation or any private individual, provided, however, that compensation and/or benefits may be paid for services rendered to this corporation in the furtherance of its purposes to persons who may also be directors, officers, or members thereof.

6. **Classes of Membership.** The Corporation shall have members. The present members of this corporation are Marta J. Luzim, Lara Luzim, Evelyn Park, and Rita Munoz. Unless a member is also a director, no member shall have any power or authority to vote for or control any of the affairs of the Corporation, whether singly or cumulatively. Any person may become a member of this corporation upon the unanimous consent of the existing members or under such terms and conditions as may be set forth in the by-laws as prepared and amended from time to time for this corporation.

7. **Registered Agent.** This corporation appoints Ronald A. Luzim who has been a bona fide resident of the State of Florida for at least three years, as its Registered Agent in and for

the State of Florida. The complete name and address of the Registered Agent is Ronald A. Luzim, 5531 N. University Drive, Suite #101, Coral Springs, FL 33067.

8. **Principal Office.** The principal place of business and mailing address of the corporation shall be in care of Marta Luzim, 7703 Andes Lane, Parkland, FL 33067.

9. **Board of Directors.** The initial number of directors of the corporation shall be four(4) and may be altered up or down from time to time as may be provided in the by-laws, but in no event shall be less than three (3). In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Marta J. Luzim 7703 Andes Lane, Parkland, FL 33067

Lara M. Luzim 231 East 58 Street, New York, NY 10022

Evelyn Park 10190 E. Bay Harbor Dr., Bay Harbor Island, FL 33154

Rita Munoz 5511 N. W. 50th Avenue, Coconut Creek, FL. 33073

10. **Manner of Election.** The affairs of this Corporation shall be controlled and governed by the Board of Directors. All corporate powers, affairs and duties shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors. Every Board of Director shall be elected by a majority vote of the members at an annual meeting or at such special meeting called for that specific purpose.

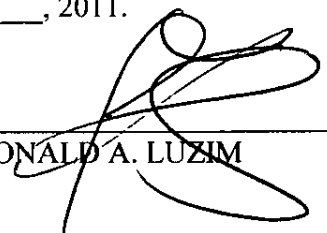
11. **Incorporators.** The name and address of the incorporator is: Ronald A. Luzim, 5531 N. University Drive, Suite #101, Coral Springs, FL 33067.

12. **OFFICERS.** The legal affairs of the Corporation shall be managed by the officers who shall be elected by the Board of Directors at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

13. **DISTRIBUTION OF ASSETS ON DISSOLUTION.** Upon the dissolution of this 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 so disposed of shall be disposed of by the Circuit Court for 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.

14. There are no members other than those members who are also directors entitled to vote for these Amended Articles of Incorporation. These Amended Articles of Incorporation are adopted by the Board of Directors.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation on the 30 day of MARCH, 2011.



RONALD A. LUZIM

ACCEPTANCE BY REGISTERED AGENT

RONALD A. LUZIM, having been named as a registered agent to accept service of process for GIVE HER A VOICE, INC. at the place designated in this certificate, accepts the appointment as registered agent and agrees to act in this capacity.

Dated this 30 day of MARCH, 2011.



RONALD A. LUZIM