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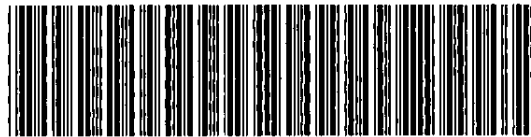
(Business Entity Name)

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RECEIVED  
DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS  
2013 JUL 31 PM 4:25  
TO AGENT/CLERK  
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FILED  
13 JUL 31 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 JUL 31 2013

13 JUL 31 2013

*ps*

## COVER LETTER

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

SUBJECT: Ruth's List Florida Action, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Ellis Robinson  
Name (Printed or typed)

535 Central Ave. #412  
Address

St. Petersburg, FL 33701  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

Ellis@RuthsListFL.org  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION**  
**OF**  
**RUTH'S LIST FLORIDA ACTION, INC.**

FILED  
13 JUL 31 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation and states as follows:

**ARTICLE I**  
**Name and Principal Place of Business**

The name of the corporation is "Ruth's List Florida Action, Inc." The initial principal place of business is 535 Central Avenue, #412, St. Petersburg, Florida 33701.

**ARTICLE II**  
**Duration**

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III**  
**Purposes**

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

The corporation shall have the following specific powers:

- (1) To gather, analyze and disseminate data and information to educate citizens on issues affecting women; to promote civic engagement and community participation of

ER

women; to train women as community leaders; and, to advocate for legislation and policies which will further the corporation's stated goals;

- (2) To serve as a core organization to bring together citizens, governmental agencies and representatives of other organizations which have the common goals stated above;
- (3) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (4) To employ staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;
- (5) To exercise powers permitted by Florida law for a corporation not for profit;
- (6) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

#### **ARTICLE IV** **Restrictions**

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; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

#### **ARTICLE V** **Members**

The initial members of the corporation shall be the Board of Directors of the corporation.

Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

**ARTICLE VI**  
**Resident Office and Agent**

The street address and city of the registered office of the corporation is:

535 Central Avenue, #412  
St. Petersburg, Florida 33701

The name of the initial registered agent at such address is Ellis Robinson.

**ARTICLE VII**  
**Board of Directors**

The number of persons constituting the Board of Directors of the corporation shall be established in the by-laws, but shall not be less than three (3). The by-laws shall provide the process for the selection of Directors; provided, however, the initial Directors of the corporation shall be:

Gloria Romero Roses, Chair  
13431 Old Sheridan Street  
Southwest Ranches, Florida 33330

Jan O'Rourke, Co-Chair  
11211 Lake Louisa Road  
Clermont, Florida 34711

Betty Gissendanner  
23259 Painter Avenue  
Port Charlotte, Florida 33954

There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board

members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may from time to time be determined necessary and appoint the membership on such committees.

### ARTICLE VIII Officers

The corporation shall have at least the following Officers -- President/Chair, Vice President/Co-Chair, Treasurer and Secretary -- and such other Officers as may be provided for in the by-laws. The manner of selection of Officers also shall be provided for in the by-laws; provided, however, the initial officers shall be:

Gloria Romero Roses, President/Chair  
13431 Old Sheridan Street  
Southwest Ranches, Florida 33330

Jan O'Rourke, Vice President/Co-Chair  
11211 Lake Louisa Road  
Clermont, Florida 34711

Betty Gissendanner, Treasurer  
23259 Painter Avenue  
Port Charlotte, Florida 33954

Ellis Robinson, Secretary  
535 Central Avenue, #412  
St. Petersburg, Florida 33701

**ARTICLE IX**  
**Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, including any incurred in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE X**  
**Non-Stock Basis**

This corporation is organized on a non-stock basis.

**ARTICLE XI**  
**Dissolution**

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

**ARTICLE XII**  
**Amendments**

These Articles of Incorporation may be amended by majority vote of the Directors as provided in Section 617.1002(1)(b), Florida Statutes, at a meeting called for such purpose.

**ARTICLE XIII**  
**Incorporator**

The name and address of the original incorporator of this corporation are as follows:

Ellis Robinson  
535 Central Avenue, #412  
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

  
ELLIS ROBINSON  
INCORPORATOR

**VERIFICATION**


STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of July, 2013, by Ellis Robinson, who is ☒ personally know to me or ☐ has produced satisfactory evidence of identification.

WITNESS my hand and seal in the County and State named above on this 26<sup>th</sup> day of July, 2013.

My Commission Expires:



  
NOTARY PUBLIC

Notary Public: Lori Avers Burke  
Printed Name

(Type of Identification Produced: personally known to me)



**ACCEPTANCE BY REGISTERED AGENT**

Ellis Robinson, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to accept service of process for the above stated corporation at the place designated in this certificate, is familiar with and accepts the appointment as registered agent and agrees to act in this capacity and to maintain normal business hours at the following address: 535 Central Avenue, #412, St. Petersburg, FL 33701.

  
Ellis Robinson

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