

N16809

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BASIC AMENDMENT

EXECUTIVE WOMEN OUTREACH, INC.

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Amended + Restated



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 19, 2003

EXECUTIVE WOMEN OUTREACH, INC.
P.O. BOX 7476
WEST PALM BEACH, FL 33405

SUBJECT: EXECUTIVE WOMEN OUTREACH, INC.
REF: N16809

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6906.

Darlene Connell
Document Specialist

FAX And. #: H03000216451
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

EXECUTIVE WOMEN OUTREACH, INC.

(A Corporation Not For Profit)

*(Adopted by the members February 20, 2003 by the
requisite number of votes required for approval)*

These Amended and Restated Articles constitute the Articles of Executive Women Outreach, Inc., a corporation not-for-profit organized under the laws of the State of Florida.

ARTICLE I**NAME**

The name of the corporation shall be Executive Women Outreach, Inc. The principal address of the corporation is P.O. Box 7476, West Palm Beach, Florida 33405.

ARTICLE II**DURATION**

The corporation shall have perpetual existence, unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III**PURPOSE**

The corporation is organized exclusively for charitable, religious, educational, and scientific 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 Code, or corresponding section of any future federal tax code.

ARTICLE IV**NONSTOCK CORPORATION**

The corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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

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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 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, 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 V

MEMBERSHIP

The members of the corporation shall be all current members of Executive Women of the Palm Beaches, Inc.

ARTICLE VI

MANAGEMENT

The affairs of the corporation are to be managed by the Board of Directors.

ARTICLE VII

DIRECTORS

The number of persons constituting the Board of Directors of the corporation shall be not less than three (3) nor more than fifteen (15), and the names and addresses of the persons who are to serve as directors until the next election of a Board of Directors are as follows:

Dorothy Ewing
309 Vallette Way
West Palm Beach, FL 33401

Leslie Adams
529 S. Flagler Drive #14G
West Palm Beach, FL 33401

Joyce Elden
18680 Lake Bend Drive
Jupiter, FL 33458

Michele Veil
11940 Banyan Street
Palm Beach Gardens, FL 33410

Terry Gearing
11690 Ficus Street
Palm Beach Gardens, FL 33410

Lois Kwasman
2435 24th Lane
Palm Beach Gardens, FL 33418

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ARTICLE VIII

OFFICERS

The officers who are to serve until the next election or appointment of officers are:

Dorothy Ewing
Joyce Elden
Lois Kwasman

Chair
Vice-Chair/Secretary
Treasurer

ARTICLE IX

The address of the registered office of the corporation is c/o Prime Office Solutions, Inc., 18838 North Osprey Way, Jupiter, FL 33458 and the registered agent is Jane C. Pike.

ARTICLE X

BY-LAWS

The By-Laws of the corporation are to be made by the Board of Directors. The By-Laws may be altered, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE XI

AMENDMENT

Any amendment to these Articles of Incorporation may be proposed by any Board member. Such proposed amendment shall be submitted in writing to the Vice Chair/Secretary thirty (30) days before the next following Board meeting for its consideration. The proposed amendment shall be adopted by a majority vote of the Board.

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 so disposed of shall be disposed of by the Court of Common Pleas 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.

ARTICLE XIII

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INCORPORATOR

The name and address of the initial incorporator was as follows:

Julie Noble
Com-Connect
4360 Northlake Blvd
Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned director has signed these Amended and Restated Articles of Incorporation this 20 day of February, 2003.



Dorothy Ewing, Chair

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the corporation named below, organized under the not-for-profit corporation laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is Executive Women Outreach, Inc.
2. The name and address of the registered agent and registered office are:
Jane C. Pike
Prime Office Solutions, Inc.
18838 North Osprey Way
Jupiter, FL 33458

Having been named in the Articles of Incorporation of the above-stated corporation as registered agent for such corporation at the address indicated in this statement, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jane C. Pike, Registered Agent

Dated: 5/19/2003

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