

**Frazer
Hubbard
& Brandt
Trask**
Attorneys At Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN B. FRAZER
JOHN G. HUBBARD
MARK W. BRANDT
THOMAS J. TRASK

A. ALEXANDER RHODES

December 9, 1996

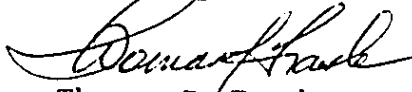
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed are two original executed Articles of Incorporation for **Woman's Club of Oldsmar** and a check for filing fees in the amount of \$122.50. Please file the articles as soon as possible and return one certified copy to my attention.

Sincerely,



Thomas J. Trask
cm

Enclosures

cc: Mrs. Peggy Neeley

JH
12/18/96

ARTICLES OF INCORPORATION OF
WOMAN'S CLUB OF OLDSMAR, INC.
A FLORIDA NONPROFIT CORPORATION

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COUNTY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is Woman's Club of Oldsmar, Inc.

ARTICLE TWO. STATEMENT OF
CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC
PURPOSES

(a) The specific and primary purpose for which this corporation is formed as a social club for women.

(b) The general purposes for which this corporation is formed are to operate exclusively for artistic, charitable and creative educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under this Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

The corporation shall have a membership distinct from the board of trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE SIX. SUBSCRIBER

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

Peggy J. Neeley
1811 Ironwood Court West
Oldsmar, FL 34677

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas. The street address of the initial principal office of the corporation and the initial mailing address is 207 Exeter Street, Oldsmar, FL 34677.

(b) The name and address of this corporation's registered agent is Peggy J. Neeley, 1811 Ironwood Court West, Oldsmar, FL 34677.

ARTICLE EIGHT. MANAGEMENT OF CORPORATE AFFAIRS

(a) *Board of Trustees.* The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be seven (7); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The manner in which the members of the board of trustees are to be elected will be as set forth in the bylaws.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

(c) *Corporate Officers.* The board of trustees shall elect the following officers: President, Vice President, Secretary and Treasurer and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the

board of trustees. Until such election is held, the following persons shall serve as corporate officers:

President: Peggy J. Neeley
1811 Ironwood Court West
Oldsmar, FL 34677

Vice President: Martha Wilson
601 Washington Avenue
Oldsmar, FL 34677

Secretary: Orchid Rogers
P.O. Box 867
Oldsmar, FL 34677

Treasurer: A. Jean Jorgenson
104 Shore Drive Place
Oldsmar, FL 34677

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

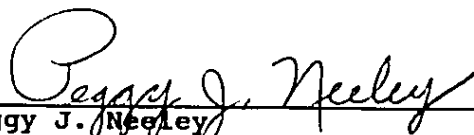
ARTICLE ELEVEN: DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on 30th day of November, 1996.


Peggy J. Neeley

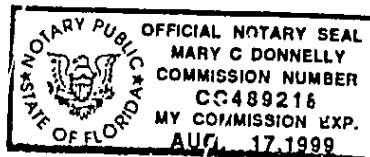
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of December, 1996, by Peggy J. Neeley, who is personally known to me or who has produced _____ as identification.


Notary Public

MARY C. DONNELLY

My Commission Expires:



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CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE IN THE STATE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, ASSOCIATED WITH THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED: **WOMAN'S CLUB OF OLDSMAR, INC.** desiring to
organize or qualify under the laws of the State of Florida, with
the principal place of business in the City of Oldsmar, Florida,
has named **Peggy J. Neeley** as its resident agent to accept service
of process within Florida.

Signature:

Peggy J. Neeley

Title:

President

Date:

3 December, 1996

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-
stated corporation, at the place designated in the certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Signature:

Peggy J. Neeley

Date:

3 December, 1996