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LAW OFFICES
JACQUELYN LUMPKIN WOODEN, P.A.

Jacquelyn L. Wooden
ATTORNEY AT LAW

Reply to 305.948.8811

1820 N.E. 163rd Street, Suite 305
North Miami Beach, Florida 33162

November 13, 1997

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

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-11/17/97--01089--014
*****78.75 *****78.75

Dear Corporate Specialist:

Please file the enclosed Articles of Incorporation for my client Women on the Rise, a not for profit organization. After filing please return the relevant documents to the above address and to the attention of the undersigned attorney. Enclosed please find check number 2102 in the amount of \$78.75 which includes the fee for a Certificate of Status.

As usual, your most professional assistance is greatly appreciated.

Sincerely,

Jacquelyn L. Wooden, Esq.

enc.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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FILED

Jackie Wooden GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add suffi*
DATE *11-18-97*
LOS EXAM *BB*

BB
11-18-97

Articles of Incorporation
of
WOMEN ON THE RISE

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SOUTH DAVENPORT STATE
TALLAHASSEE, FLORIDA

We, hereby associate ourselves together as a corporation not for profit, under the laws of the State of Florida, and under these Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is WOMEN ON THE RISE, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial principal office street address is 290 N.W. 165 Street, Suite P250, Miami, Florida 33169, and mailing address of this corporation is P O Box 681751, N. Miami, Florida 33168.

ARTICLE III. GENERAL PURPOSE OF THE CORPORATION

The general purpose of this corporation is to provide assistance to the unfortunate women and children of our community. The membership shall consist of people who have the professional and financial resources necessary to provide professional assistance, advice, and guidance to the less fortunate women and children of our community who are in need of said services, but are not able to procure said services.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activity not permitted by (1) a corporation exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code amendments, or (2) receive corporate contributions that may jeopardize the corporation's tax exempt status, pursuant to relevant Sections of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Code amendments, and (3) shall be prohibited from operating for primary purpose of carrying on trade or business for profit; substantial participation in activities consisting of attempting to influence legislation or political campaign; participating in unlawful activities; receipt of net earnings that inure to the benefit of any private individual; and acts of self-dealing, retention of business holdings, investments that would subject the corporation to tax under the pertinent Section of

the Internal Revenue Code and incurring "taxable expenditures" as defined by the pertinent Sections of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Code amendments.

ARTICLE IV. TERM OF EXISTENCE

The Bylaws of this corporation shall be adopted by its members and may be altered, amended or rescinded in the manner provided for by and in the Bylaws.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are as follows:

Ottolita Thompson, Esq. 290 N.W. 165th Street, Miami, FL 33169

ARTICLE VI. INCORPORATORS

The names and street addresses of the incorporator of these Articles of Incorporation are as follows:

Ottolita Thompson
661 N.E. 203 Lane
N. Miami Beach, FL 33179

ARTICLE VII. MEMBERSHIP/ELECTION OF DIRECTORS

The qualifications, conditions, and manner of admission for members and election or appointment to the Board of Directors shall be regulated by the pertinent provisions stated in the Bylaws.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the members of the initial Board of Directors and Officers are as follows:

Ottolita Thompson, Pres.
661 N.E. 203 Lane
N. Miami Beach, FL 33179

Denise Nicholas-Ikpete, Vice-Pres.
8290 Lake Drive #504
Miami, FL 33166

Lynette Hill, Sec.
Bldg. 3, #201
8750 Sherman Circle
Miramar, FL 33025

Deborah Weste, Ass't Sec.
1120 N.W. 124 Street
N. Miami, FL 33168

Alana Ogelsby, Treas.
939 N.E. 214 Lane #3
Miami, FL 33179

Sylvanie Mannix, Ass't. Treas.
1320 N.W. 198 Street
Miami, FL 33169

Eloise Humphreys, Public Relations
2101 N.W. 192 Terrace
Miami, FL 33056

The election of a successive Board of Directors and Administrative Officers, their numbers, powers, duties, and terms of office shall be provided for in the Bylaws.

ARTICLE IX. AMENDMENT

Amendment of this charter may be had only in accordance with the laws and statutes of the State of Florida and after approval and adoption of the proposed amendments by the membership in conference, pursuant to notice duly given as to the time and purpose of said conference, whether regular or special, or by such other notice and procedure provided in the Bylaws.

ARTICLE X. TERM OF EXISTENCE

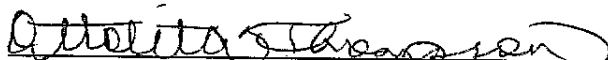
This corporation shall exist perpetually.

ARTICLE XI. DISSOLUTION

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as not for profit organizations.

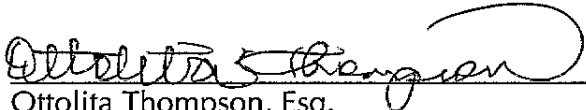
Acknowledgment of the Incorporator and Execution by the Chairman of the Board of Directors

In acknowledgment and witness whereof, the undersigned as an incorporator, and duly authorized Officer of the Board of Directors of the corporation has set her hand and seal this 6th day of NOVEMBER, 1997.


Ottolita Thompson, as Incorporator
and President of the Board

Acceptance of Registered Agent

Having been named as Registered Agent of the above corporation at the place designated in the Articles of Incorporation, I, Ottolita Thompson, Esq. hereby accepts to act in this capacity, and agrees to comply with the provisions of the Florida statutes pertaining to the duties and responsibilities of a Registered Agent.


Ottolita Thompson, Esq.
as Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this 6th day of November, 19 97, before me, Ottolita Thompson, an officer duly authorized so to act and as Registered Agent, personally appeared and executed these Articles of Incorporations for the purposes stated therein. X Personally known OR Produced _____ as identification

Witness my hand and official seal in the aforesaid State, County, and Date.


Notary Public



Jacquelyn Lumpkin Wooden
My Comm. Exp. 10/03/2000
Bonded By Service Ins
No. CC590821

Personally Known Other I.D.

{SEAL}

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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