

N99000000844

Stephen E. Hilker, P.A.

ATTORNEY AT LAW

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November 1, 2000

Florida Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: A WOMEN'S RESOURCE CENTER OF PALATKA FLORIDA, INC.  
Document Number N99000000844

Dear Madame and/or Sir:

Enclosed herein please find proposed Articles of Amendment to the Corporate  
Articles of Incorporation of the above named Florida Corporation Not For Profit.

If all is found legally sufficient, please file the enclosed Articles Of Amendment  
and return a certified copy thereof to the undersigned Attorney.

Please, also, transmit to my offices a Certified Copy of The original Articles  
of Incorporation.

My Check in the amount of \$52.50 payable to FLORIDA SECRETARY OF STATE is  
enclosed to pay the statutory fees required.

Sincerely,

STEPHEN E. HILKER, P.A.

By: 

Stephen E. Hilker, Esquire

encls: Articles of Amendment & Check  
cc: File/Women's Resource Center

*Amend  
11-14-00  
RHS*

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-11/03/00--01068--005  
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FILED  
00 NOV -3 PM 12:38  
TALLAHASSEE, FLORIDA  
DIVISION OF STATE

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF  
A WOMEN'S RESOURCE CENTER OF PALATKA FLORIDA, INC.  
a Florida Corporation Not For Profit

**FILED**  
00 NOV -3 PM 12:38  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Members of The Board of Directors of A WOMEN'S RESOURCE CENTER OF PALATKA FLORIDA, INC., a Florida Corporation Not For Profit, set forth and provide for the following Articles of Amendment to The Articles of Incorporation of said Corporation.

1. The name of the Corporation is A WOMEN'S RESOURCE CENTER OF PALATKA FLORIDA, INC.
2. The Articles of Incorporation for said Corporation were approved by The Secretary of State of The State of Florida heretofore on February 9, 1999 and said Articles were assigned Document Number N99000000844.
3. The Articles of Incorporation for said Corporation are hereby and herewith amended as follows:

Article III and the entire text of Article III of said Articles of Incorporation is deleted;

and,

Article III and the entire text of said Article III of said Articles of Incorporation is hereby amended to state the following, to-wit:

**Article III**

The purpose, powers and objectives of the Corporation are as follows:

To present the insights and historical teachings of the Christian Church in defense of human life, at all stages of its existence and development, and to actively promote the protection, under Law, of and for all, especially but not exclusively for the unborn, the aged and the sick;

To minister, in the name of Jesus Christ, to women in crisis pregnancies by providing necessary support services to enable women to carry their babies to term. Such support services shall include but shall not be limited to the provision of free pregnancy testing, maternity clothing, baby clothing, referrals to low cost medical help, referrals to low cost legal help, shelter, ongoing friendship and ongoing encouragement;

To engage freely in all lawful activities and efforts to carry out the purposes of the Corporation, including but not limited to the solicitation of grants, the solicitation of

contributions and the receipt of assistance from persons and/or entities that may reasonably be intended or expected to promote and advance the purposes stated in this Article;

To purchase, own, sell or otherwise dispose of real property, and any other form of property, that may be lawfully owned by the Corporation, and necessary for the Corporation's purposes or to mortgage, pledge, encumber or lease the same;

To receive donations of money, services or property;

To receive, manage, obtain, hold, sell, and/or dispose of all types of real and personal property, including but not limited to shares of stock, bonds and securities of other corporations, whether by gift, by grant, by devise, by bequest or by any other lawful means of acquisition thereof, provided that such property may be lawfully obtained, held by transferred, sold and/or disposed of, by the Corporation;

To do each and everything and activity necessary, suitable or proper for the accomplishment of any of the purposes and objectives herein enumerated or which shall appear expedient for the protection or benefit of the Corporation;

To borrow money, enter into contracts, incur debt, issue bonds, notes, debentures and to give security for any such obligations;

and,

To do anything that a Corporation Not For Profit may lawfully do and to engage in any activity permitted for a Corporation Not For Profit, pursuant to the Laws of The State of Florida and pursuant to the provisions of The United States Code and the Code of Federal Regulations.

NOTWITHSTANDING anything to the contrary in these Articles of Incorporation, this Corporation will not carry on any activities proscribed or prohibited, by Law, to, by or for a Corporation exempt from Federal Income Taxation under Section 501(c)(3) of The Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent or future United States Internal Revenue Law.

NOTWITHSTANDING anything to the contrary in these Articles of Incorporation, this Corporation will not carry on any activities proscribed or prohibited, by Law, to, by or for a Corporation, contributions to which are deductible under Section 170(c)(2) of The Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent or future United States Internal Revenue Law.

NOTWITHSTANDING anything to the contrary in these Articles of Incorporation, this 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) of The Internal Revenue Code of 1954, as amended, or the corresponding provisions of any subsequent or future United States Internal Revenue Law.

NOTWITHSTANDING anything to the contrary in these Articles of Incorporation, this Corporation shall not:

Contemplate pecuniary gain or profit;

Issue any capital stock;

Pay over any net earnings of the Corporation to or use same for the benefit of any donor, director or officer of the corporation or to any private individual;

Engage in any act of self-dealing as defined by and in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or by or in any corresponding provisions of any subsequent Federal Tax Laws;

Retain any excess business holdings as defined by and in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or by or in any corresponding provisions of any subsequent Federal Tax Laws;

Make any investments in any manner as to subject the Corporation to tax under or pursuant to Section 4944 of the Internal Revenue Code of 1954, as amended, or by or in any corresponding provisions of any subsequent Federal Tax Laws;

Make any taxable expenditures as defined by and in Section 4945(d) of the Internal Revenue Code of 1954, as amended, or by or in any corresponding provisions of any subsequent Federal Tax Laws;

nor,

Make distributions of Corporate Assets to any person, donor, director or officer or to any private individual, not intending hereby to prohibit the Corporation from paying reasonable compensation for services rendered to the Corporation.

Upon Dissolution of this Corporation, all assets then remaining shall be distributed to named recipients who must, at the time of said distribution, be exempt from Federal Income Taxation, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

The Corporation shall distribute its income for each tax year at such times and in such a manner as not to subject the

Corporation to income tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended, or pursuant to any corresponding provisions of any subsequent Federal Tax Laws.

4. Except as is specifically set forth herein, no other part or portion of the initial Articles of Incorporation of A WOMEN'S RESOURCE CENTER OF PALATKA FLORIDA, INC. shall be, in any manner, amended by virtue hereof.
5. Pursuant to The Articles of Incorporation of the Corporation and pursuant to the By-Laws of the Corporation, the undersigned state that there are no members entitled to vote on this proposed amendment to the Articles of Incorporation of the Corporation.
6. These Articles of Amendment have been and were duly adopted by the unanimous vote of the members of the Board of Directors of the Corporation, at a meeting specially called for such purpose, which meeting of said Board of Directors was held at the Offices of The Corporation, in the City of Palatka, Florida, on the 31<sup>st</sup> day of October, A.D. 2000.

IN WITNESS WHEREOF, the undersigned Members of The Board of Directors of A WOMEN'S RESOURCES CENTER OF PALATKA FLORIDA, INC., A Florida Corporation Not For Profit, have hereunto set and affixed their hands and seals, in testimony of and as witness to the adoption of the above and foregoing Articles of Amendment, by the Corporation, to the Articles of Incorporation of said Corporation, on the date and at the place set forth hereinabove.

B L Driff As A Director

Angela L. Mullins As A Director

Charles R. Greed As A Director

Lester Jenkins As A Director

Lynn M. Wilkes As A Director

### Attestation

The undersigned is the duly authorized, empowered and acting Secretary of A WOMEN'S RESOURCE CENTER OF PALATKA FLORIDA, INC., a Florida Corporation Not For Profit. As Secretary of the Corporation, the undersigned Attests To and States, Under Oath and Penalties of Perjury, that the above and foregoing Articles of Amendment to The Articles of Incorporation of the Corporation were duly and regularly adopted, by the unanimous vote of the members of the Board of Directors of the Corporation, at a meeting specially called for such purpose and that a quorum of the members of the Board of Directors, required for conducting the business of the Board of Directors of the Corporation, was present at said meeting. The undersigned further attests and states, under oath and penalties of perjury, that the above and foregoing written instrument is a true and accurate representation of the actions taken by the said Board of Directors in enacting, making and adopting said Articles of Amendment and said instrument consists of and is the Articles of Amendment duly authorized, approved and enacted by the Unanimous Vote of The Members of The Board of Directors, had and taken at a meeting of said Board held at the City of Palatka, Florida on the 31<sup>st</sup> day of October, A.D. 2000, of which meeting due notice thereof was regularly sent to all members of The Board, advertising therein the proposed adoption of said Articles of Amendment at said meeting and at which meeting a quorum of Members of The Board of Directors was present.

IN WITNESS whereof, I have hereunto set and affixed my hand and the seal of the Corporation on this 31<sup>st</sup> day of October, A.D. 2000.

Claude R Creech  
CLAUDE R. CREECH

As Secretary of and for A WOMEN'S  
RESOURCE CENTER OF PALATKA FLORIDA,  
INC., a Corporation Not For Profit,  
organized under and pursuant to  
the Laws of The State of Florida.

