

701085

March 20, 2000

FILED
00 APR 10 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Restated Articles of Incorporation
The Gainesville Woman's Club, Inc.
2809 W. University Avenue
Gainesville, Fl. 32607

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-03/23/00--01010--008
*****52.50 *****52.50

CHARTER #701085

Enclosed please find the original and one copy of the Restated Articles of Incorporation of The Gainesville Woman's Club, Inc. with an attached Certificate of Restatement. Also enclosed is check in amount of \$52.50 covering the \$35.00 filing fee, \$8.75 for one Certified Copy and \$8.75 for a Certificate of Status.

Please file the above document and send a Certified Copy and a Certificate of Status to me at the address listed below. Please note that the effective date for this restatement should be March 15, 2000.

If you have questions or need further information, please let me know.

Thank you.

Virginia Rothwell

Virginia Rothwell
Chairman, Bylaws Committee
The Gainesville Woman's Club, Inc.

Please mail to:

Virginia Rothwell
4041 NW 33 Place
Gainesville, Fl., 32606

Telephone: 352-372-1351

V. SHEPARD APR 12 2000

Restated Articles

V. SHEPARD APR 12 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 31, 2000

VIRGINIA ROTHWELL
4041 NW 33 PLACE
GAINESVILLE, FL 32606

SUBJECT: THE GAINESVILLE WOMAN'S CLUB, INC.
Ref. Number: 701085

We have received your document for THE GAINESVILLE WOMAN'S CLUB, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 400A00017764

DATE: April 7, 2000

TO: Velma Shepard, Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl., 32314

SUBJECT: The Gainesville Woman's Club, Inc.
Restated Articles of Incorporation
Ref. Number: 701085
Letter Number: 400A00017764

We have made the corrections to the above document in accordance with your letter dated March 31, 2000 and as suggested in the telephone conversation of April 6, 2000 between you and our legal advisor, Mitzi Austin, and are enclosing the following:

- (1) Two copies of the Restated Articles of Incorporation showing that ARTICLE VI of the document has been corrected to include the manner in which the directors are elected, which is, "All officers and directors shall be elected annually as outlined in the bylaws of the corporation."
- (2) Two copies of the Certificate of Restated Articles of Incorporation written by our legal advisor and containing a statement that the number of votes cast was sufficient for approval.
- (3) Copy of your letter Number 400A00017764.

The restated articles were adopted March 15, 2000. However, it is satisfactory with us for the effective date to be the date of filing if that date meets the requirements of the Department of State.

We trust we have made the necessary corrections. If not, please let us know. When filing is completed, please send the Certified Copy and Certificate of Status to me at the address below.

Thank you.

Virginia Rothwell
Virginia Rothwell
Chairman, Bylaws Committee
The Gainesville Woman's Club, Inc.
4041 NW 33 Place
Gainesville, Fl., 32606
Telephone Number 352-372-1351

RECEIVED
00 APR 10 AM 8:38
DIVISION OF CORPORATIONS

RESTATED ARTICLES
OF
THE GAINESVILLE WOMAN'S CLUB, INC.
TO
ARTICLES OF INCORPORATION

FILED
00 APR 10 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Corporation Not for Profit

ARTICLE I

The name of this corporation shall be The Gainesville Woman's Club, Inc. located at 2809 West University Avenue, Gainesville, Alachua County, Florida.

ARTICLE II

The purpose of this corporation shall be to promote and provide charitable, educational and civic activities; to acquire by purchase or otherwise, hold, use and maintain a suitable location and building or buildings for holding meetings for the use of the corporation and its members; and to hold and to administer all funds of said corporation.

ARTICLE III

All members of an organization formerly known as "The Twentieth Century Club of Gainesville, Florida" shall be members of this corporation known as The Gainesville Woman's Club, Inc. and continue as members upon complying with the provisions of its bylaws. Other persons making application and being elected and complying with the provisions of its bylaws may become and remain members.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The names and residence of the original subscribers to this charter from the "Twentieth Century Club of Gainesville, Florida" are as follows: Mrs. J.E. Turbeville, Mrs. M.E. Edwards, Mrs. L.C. Lynch, Mrs. J.W. Tench, Mrs. J.C. Adkins, Mrs. B.F. Williamson, Mrs. Frank Morgan, Mrs. Wilburn Lassiter, Mrs. M.L. Hill, Mrs. L.C. Gracy and Mrs. John Taylor, all of Gainesville, Alachua County, Florida.

ARTICLE VI

The officers and directors of this corporation shall be a president, vice presidents, a recording secretary, a corresponding secretary, a treasurer, an historian and such other officers and chairmen of department and standing committees as the club deems necessary for further progress. These officers and directors, department and standing committee chairmen shall constitute an Executive Board along with the immediate past president and shall have the general executive management of the affairs of the corporation between meetings of the general membership. All officers and directors shall be elected annually as outlined in the bylaws of the corporation.

ARTICLE VII

The names of the officers who shall manage the affairs of the corporation until the first election under this charter are as stated in the original charter.

ARTICLE VIII

Every officer or member of the Executive Board of the corporation shall be indemnified by the corporation against expenses and liabilities including attorney's fees reasonably incurred by or imposed on her in connection with a proceeding to which she is party, or in which she is involved because of being or having been an officer or Executive Board member of the corporation, or a settlement of the proceeding, whether or not she is an officer or Executive Board member at the time the expenses are incurred unless she is adjudged guilty of willful misfeasance or malfeasance in the performance of her duties, but if a settlement is made, the indemnification applies only when the officers and Executive Board members approve the settlement and reimbursement as in the best interest of the membership. This indemnification is in addition to, and not exclusive of, other rights to which the officer or Executive Board member is entitled.

ARTICLE IX

These Articles of Incorporation may be amended at any regular or special meeting of the membership by a two-thirds vote of those present and voting provided notice of the proposed amendment has been given in writing or read at the previous meeting. Proposed amendments shall be signed by two members and approved by the Executive Board prior to being submitted to the membership for the vote.

ARTICLE X

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such educational or public purpose or purposes within the State of Florida as will complete or continue undertakings for the public's benefit which have already begun by the corporation, and any remaining assets shall be distributed for purpose or purposes within the scope of Section 501(c)(3) of the Internal Revenue Code or any amendments thereto. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributed to its members or officers.

Charter recorded April 18, 1917
Amended August 26, 1921
Amended November 10, 1953
Amended June 14, 1960
Amended April 21, 1976
Restated March 15, 2000

**CERTIFICATE OF RESTATED
ARTICLES OF INCORPORATION**

OF

THE GAINESVILLE WOMAN'S CLUB, INC.

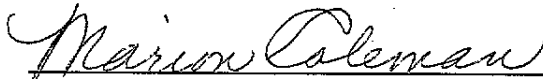
WHEREAS, the documents on file with the Secretary of State, Division of Corporations, for the State of Florida, for The Gainesville Woman's Club, Inc., a Florida not-for-profit corporation, include the original charter of 1917, together with several amendments, through, and including, the most recent amendment of 1976, and

WHEREAS, the corporation's board of directors has determined that the existing articles should be restated to form a cohesive document available for the use and review of its members, and

WHEREAS, certain amendments to the various articles of said articles of incorporation are appropriate to meet the current requirements of club operation,

NOW, therefore, the undersigned president and secretary of The Gainesville Woman's Club, Inc., do hereby certify that the Restated Articles of Incorporation have been adopted by the board of directors of the corporation, and that all amendments to the articles contained therein have been approved by a two-thirds vote, which number of votes cast was sufficient for approval, of those present and voting at a meeting of the membership of the corporation, having been provided written notice of the proposed amendments by mail at least two weeks prior to the meeting, all in accordance with Section 617.1002, Fla.Stat. The effective date of the Restated Articles of Incorporation is March 15, 2000.

DATED this 15th day of March, 2000.



MARION COLEMAN, President
The Gainesville Woman's Club, Inc.



MARGARET SEYMOUR, Secretary
The Gainesville Woman's Club, Inc.