

TRANSMITTAL LETTER

FILED
00 OCT -2 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700003411267--5
-10/02/00--01097--018
*****87.50 *****87.50

ADDITIONAL COPY REQUIRED

10/4

NOTE: Please provide the original and one copy of the articles.

WOMEN'S EMPOWERMENT MOVEMENT, INC.
Articles / Certificate of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

FILED
00 OCT -2 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Women's Empowerment Movement, Incorporated.

ARTICLE II

The principle place of business in this state shall be 4850 N.W. 18th Ct. Lauderhill, FL 33313 in Broward County. The corporation may have such other offices, either within or without the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE III

The specific purposes for which this corporation is organized exclusively are for educational, religious and charitable purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The fiscal year of the Corporation shall begin on the 1st day of July and end on the 30th day of June of each year.

Section 1. Annual Meeting The annual meeting of the Board of Directors shall be held on the 15th day in the month of July in each year beginning with the year 2001, at the hour of 7:00 PM , for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings Special Meetings of the Board, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors.

Section 3. Place of Meeting The Board of Directors may designate any place, either within or without the state of Florida, unless otherwise prescribed by statute, as the place for meeting for any annual meeting or for any special meeting.

Section 4. Notice of Meeting Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than 10 days before the date of the meeting.

Section 5. Vacancies Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors.

Section 6. Removal Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create a contract rights, and such appointment shall be terminable at will.

Section 7. Presumption of Assent A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof.

Section 8. Officers The officers of the corporation shall be President, one or more Vice Presidents, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except for the offices of President and Secretary, which may not be held by the same person.

Section 9. President / CEO The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. She shall when present, preside at all meetings of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman shall preside. She may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 10. Vice President In the absence of the President or in the event of his/her death, inability or refusal to perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice

President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

Section 11. Secretary The Secretary shall: (a) keep the minutes of the proceeding of the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the address of each board member; (e) sign with the President on documents of disbursement as authorized by the Board of Directors; (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 12. Contracts The Board of Directors may review any contracts, execution and/or delivery of any instrument in the name of and on the behalf of the Corporation. Contracts will be negotiated by the President.

Section 13. Loans No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 14. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE V

The name and address of the initial registered agent for the corporation is as follows:

Alisha C. Walker, 4850 NW 18th Ct., Lauderhill, FL 33313

ARTICLE VI

The name and address of the Incorporator to these Articles of Incorporation are;

Alisha C. Walker, 4850 NW 18th Ct. Lauderhill, FL 33313

ARTICLE VII

The period of duration of this corporation is perpetual.

ARTICLE VIII

Any additional provisions for the operation of the corporation are as follows:

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue 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 a Court of Competent Jurisdiction of the county in which the principle office of the corporation is the located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements in the foregoing Articles of Incorporation are true.

Alisha C. Walker
Signature / Incorporator

9/29/00
Date

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Alisha C. Walker
Signature / Registered Agent

9/29/00
Date

FILED

00 OCT -2 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA