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DANIEL STANFILL, P.E.  
DAVID TWEDELL  
SANDRA WINKLER  
Vice Presidents



Geotechnical, Environmental Geotechnics & Materials Engineering

NO/0000000991

February 7, 2001

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**Division of Corporations**

P.O. Box 6327

Tallahassee, Florida 32314-6327

**Volusia County Chapter # 284**

**National Association of Women in Construction**

To Whom It May Concern:

Please file the enclosed document. We also request that you use the enclosed envelope to return the filed documents to the current treasurer, Heather Corbin, at her place of employment.

If you should have any questions or comments on the contents of this letter, please feel free to contact us.

Sincerely,

Heather Corbin

Treasurer

Volusia County Chapter # 284

National Association of Women in Construction

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01 FEB -9 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ARTICLES OF INCORPORATION

We, the undersigned natural persons over the age of twenty-one (21), acting as incorporators of a nonprofit corporation, adopt the following Articles of Incorporation for said corporation.

## ARTICLE I

### NAME

The name of this nonprofit corporation shall be:

VOLUSIA COUNTY CHAPTER #284 FLORIDA OF NAWIC, INC.

## ARTICLE II

### DURATION

The duration of this corporation shall be perpetual.

## ARTICLE III

### PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be at 36 Kathy Drive, Ormond Beach, Florida 32176 and branch places of business may be established and business conducted at other places in the State of Florida. The agent at such address shall be Barbara Cheh.

## ARTICLE IV

### REGISTERED AGENT

The registered agent of the corporation is Barbara Cheh, and the registered address is : 36 Kathy Drive, Ormond Beach, Florida 32176.

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## ARTICLE V

### PURPOSE

This corporation is organized as a nonprofit corporation and shall be operated exclusively for educational, charitable and community services, or for the prevention of cruelty to children or animals. Within the scope of the foregoing purposes, the specific pursuits and objects of this corporation shall be as follows:

- A. To unite for their mutual benefit women who are actively employed in the various phases of the construction industry;
- B. To promote cooperation, fellowship and a better understanding among members of the Association;
- C. To promote education and contribute to the betterment of the construction industry;
- D. To encourage women to pursue and establish their careers in the construction industry;  
and
- E. To provide members an awareness of the legislative process and legislation as it relates to the construction industry.

This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized.

## ARTICLE VI

### MEMBERS

The members of this corporation shall be divided into two classes. Class A members shall have voting rights, one vote per member, and Class B members who shall have no voting rights but shall be entitled to attend and otherwise participate in the monthly meetings of this corporation. Determination of a member's classification shall be made according to the requirements established pursuant to the by-laws. The members present at any meeting shall constitute a quorum

Election of Directors shall take place at the September montly meeting. The Past President shall oversee the election process. Each member, eighteen (18) years and older may cast one vote. The President is elected by members in good standing. Vacancies in Office will be filled according to the standard by-laws for the affiliated chapters, Article V, Section 4 of the Volusia County Chapter #284 by-laws.

## ARTICLE VII

### POWERS

A. POWERS IN GENERAL Subject to the purposes declared in Article V and any other limitations herein expressed, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Florida, except as prohibited in subparagraph B of Article VII.

B. **PROHIBITED TRANSACTIONS:** Under no circumstances shall this corporation accomplish or do, nor shall it have the power to accomplish or do any of the things hereinafter defined as "prohibited transaction"; further, the Governing Board of this corporation shall not accomplish or do anything which is hereinafter defined as a "prohibited transaction" For purposes of this subparagraph B of Article VII of the Articles of Incorporation, the term "prohibited transaction" is defined as, and shall mean any transaction in which this corporation:

- (1) lends any part of its income, capital or assets, without the receipt of adequate security and a reasonable rate of interest to;
- (2) allowance for salaries or other compensation for personal services actually rendered, to;
- (3) Makes any part of its services available on a preferential basis, to;
- (4) makes any substantial purchase of securities or any other property, for more than adequate consideration, in money or money's worth, from;
- (5) sells any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or
- (6) engages in any other transaction which results in a substantial diversion of its income or corpus to:

any member of the Governing Board, any member of the corporation, a member of the family (as defined in Section 267(c)(4) of the Internal Revenue Code of 1954, as amended) of an individual who has made a substantial contribution of this corporation; or a corporation controlled by such person through the ownership, directly or indirectly, of 50 percent or more, of the total combined voting power of all classes of stock entitle to vote, or 50 percent or more of the total value of shares of all classes of stock of the corporation.

Provide further that under no circumstances shall this corporation accomplish or do, nor shall it have the power to accomplish or do any act or thing which is defined as a "prohibited transaction" within the meaning of Section 503(b) of the Internal Revenue Code of 1954, and any amendment or successor to such section.

This corporation shall not carry on otherwise than as a insubstantial part of its activities, any activities which are not in furtherance of one or more of the purposes set forth in Article V.

## **ARTICLE VIII**

### **GOVERNING BOARD**

The affairs of this corporation shall be managed by a Governing Board of Trustees, The number of trustees constituting the initial governing board is four (4) and the names and addresses are:

Name:	Address:
Barbara Cheh President	36 Kathy Drive, Ormond Beach, FL 32176 (904) 441-0955
Wilma Gregory Vice President	Rt. 1, Box 145Y-1, County Rd 90 E., Bunnell, FL 32110 (904)
Heather Corbin Treasurer	123 N. Orchard Street, #1-B, Ormond Beach, FL 32174 (904) 677-1420
Dinah McFarlane Secretary	522 N. Orange Ave, DeLand, FL 32720 (904) 738-4309

**ARTICLE IX**  
**INCORPORATORS**

The incorporator of this corporation is SUZANNE KEWORK, whose address is Post Office Box 730426, Ormond Beach, Florida 32173-0426.

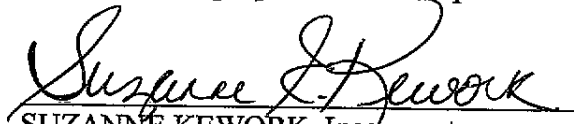
**ARTICLE X**  
**LIMITATION ON LIABILITY OF TRUSTEES**

The private property of the trustees and officers shall not be liable for the obligations of the corporations.

**ARTICLE XI**  
**ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in any manner which is permissible under the laws of the State of Florida; provided, however, that these Articles of Incorporation shall in no event be amended in any manner as to change this corporation from a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the corporation inconsistent with the purposes as specified in Article V

DATED: 2/6/01

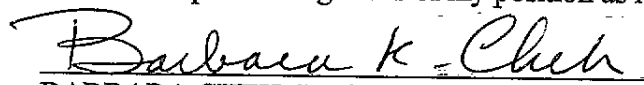
  
SUZANNE KEWORK, Incorporator

**ARTICLE XII**  
**DISSOLUTION**

This corporation is one is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational and/or scientific purposes, or for the prevention of cruelty to children or animals, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the district court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the litigation.

HAVING BEEN NAMED AS REGISTERED AGENT and to accept service of process for the above stated corporation at the place designated in this certificate, HEREBY ACCEPT the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent

DATE: 2/6/01

  
BARBARA CHEH, Registered Agent

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TALLAHASSEE, FLORIDA