

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(904) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

✓ 010000001496

Well Women, Inc.

400003798674--8

-03/05/01--01111--005

*****78.75 *****78.75

✓ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

APPROVED
AND
FILED

01 MAR -5 PM 3:01

RECEIVED

01 MAR -5 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by: 212

Name

Date

Time

3-5-01 1:15

Will Pick Up

Will Pick Up

203/5

ARTICLES OF INCORPORATION

of

WELL WOMEN, INC.

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

Article I Name and Address

The name of the Corporation is Well Women, Inc. The principal office and mailing address is 4341 Sherwood Road, Jacksonville, Florida, 32210.

Article II Duration

The duration of the Corporation is perpetual.

Article III Purposes

The Corporation is organized to fulfill educational and charitable purposes as defined by the Section 501 (c) (3) of the Internal Revenue Code, with emphasis on Activity Code Numbers 179 ("other health services"), 560 ("supplying money, goods or services to the poor") and 575 ("services for the aged").

The Well Women, Inc. is formed to assist dying adults, with limited financial or social resources, to complete "unfinished business," including reunion, reconciliation and restitution. The Board, officers, staff and volunteers facilitate fulfillment of a christian ministry for the wellness of the body, mind and spirit of women.

This is a not-for-profit corporation in which neither the directors or members shall receive any financial gain whatsoever.

Article IV Directors

The number of Directors constituting the initial Board of Directors is three. They are:

Lella S. Dean
4125 San Juan Avenue
Jacksonville, FL 32210

01 MAR -5 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Susan F. King
4341 Sherwood Road
Jacksonville, FL 32210

Rebecca B. Anderson
2732 Beauclerc Road
Jacksonville, FL 32257

New members are elected annually from a slate of candidates prepared by Nominating Committee of the Board. The maximum number of Directors is twelve. The term of office is two years. No Director may serve more than three consecutive terms.

Article V Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

1. That no director or member of this corporation shall be compensated in any way.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for employees or for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(a)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Article VI Duration

1. This corporation shall exist in perpetuity.
2. Dissolution: Upon the dissolution of the corporation, assets shall be distributed for on or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, or a public purpose. Any such assets not so disposed of shall be

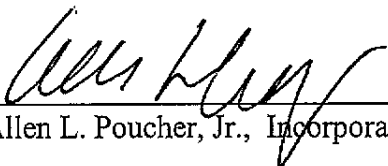
disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.

Article VII Initial Registered Agent

The name and mailing address of the initial registered agent of the Corporation is Allen L. Poucher, Jr., Esquire, 320 West Adams Street, Jacksonville, Florida, 32202.

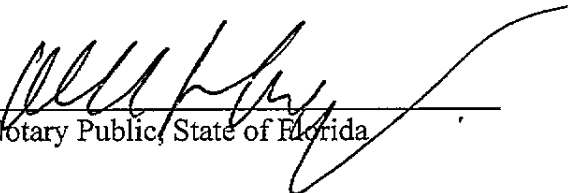
Article VIII Incorporator

The name and mailing address of the Incorporator is Allen L. Poucher, Jr., 320 East Adams, Jacksonville, Florida, 32202.


Allen L. Poucher, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22nd day of February, 2001, by Allen L. Poucher, on behalf of the Corporation. He is personally known to me or has produced Florida Driver's License as identification.

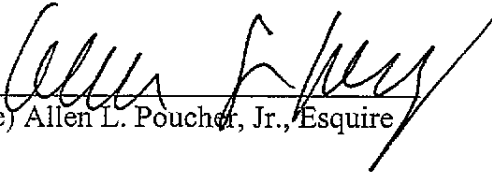

Notary Public, State of Florida

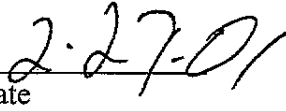
My Commission Expires:



Allen L. Poucher, Jr.
MY COMMISSION # CC759268 EXPIRES
August 28, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Having been named as 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 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 the registered agent.


(Signature) Allen L. Poucher, Jr., Esquire


Date

01 MAR -5 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED