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BASIC AMENDMENT

WELL WOMEN, INC.

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Amended & Restated

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Art.

05/15/01 DC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2001

WELL WOMEN, INC.
4341 SHERWOOD ROAD
JACKSONVILLE, FL 32210

SUBJECT: WELL WOMEN, INC.
REF: N01000001496

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000064797
Letter Number: 401A00028391

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**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
WELL WOMEN, INC.**

Pursuant to Section 617.1007 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of Well Women, Inc., are amended and restated as follows :

ARTICLE I. NAME

The name of the corporation is: Well Women, Inc.

ARTICLE II. ADDRESS

The street address of the principal office of the corporation is:

4341 Sherwood Road
Jacksonville, Florida 32210

The mailing address of the corporation is:

P.O. Box 380105
Jacksonville, Florida 32205-9266

ARTICLE III. DURATION AND EXISTENCE

The corporation will exist perpetually.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to providing ministry to women that is designed to promote healing and wholeness of body, mind and spirit. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

Prepared by Crystal J. Adkins
Holland & Knight LLP
50 North Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000
FL Bar # 0014044

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ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0802, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the 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 Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as the street address of the registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The corporation shall have six (6) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws,

but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the directors are:

Susan F. King
Lella S. Dean
Rebecca B. Anderson

Betty Skinner
Rev. Patricia Turk
Rev. Ken Mitchell

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one 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, 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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the

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expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors of the Corporation on April 9, 2001. There are no members of the Corporation entitled to vote.

Dated: 4/9/01

WELL WOMEN, INC.

By: Susan F. King

Print Name: Susan F. King

Its: Vice President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Dated: 5-9-01

INTRASTATE REGISTERED AGENT
CORPORATION

By: Donald W. Wallis
Donald W. Wallis, Vice President

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