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February 28, 2001

Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/02/01--01039--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: The Pinellas County Chapter of the Florida Association for Women Lawyers, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for The Pinellas County Chapter of the Florida Association for Women Lawyers, Inc. Also enclosed is our check number 5669 in the amount of \$78.75 to cover the following:

Filing fee for corporation	\$ 35.00
Designation of Registered Agent	35.00
Certified copy	<u>8.75</u>
TOTAL	\$ 78.75

If everything is in order, please file the Articles of Incorporation and Designation of Registered Agent and return the certified copy to this office at your earliest convenience. If any additional information or documentation is required, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Sincerely,

  
Elise K. Winters

EKW/sjr  
Enclosures

FILED  
01 MAR -2 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAR 6 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**THE PINELLAS COUNTY CHAPTER OF**  
**THE FLORIDA ASSOCIATION FOR WOMEN LAWYERS, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I**  
**NAME AND PRINCIPAL ADDRESS**

The name of the Corporation is The Pinellas County Chapter of the Florida Association for Women Lawyers, Inc., and the initial principal address of the Corporation is 600 Cleveland Street, Suite 940, Clearwater, Florida 33755.

**ARTICLE II**  
**PURPOSES**

The Corporation is a not for profit corporation. The specific and primary purpose for which the Corporation is formed is to promote women's rights and common interests of women lawyers.

**ARTICLE III**  
**RESTRICTIONS**

(a) The purposes for which the Corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, making distributions to organizations that qualify as tax-exempt organizations under the Code.

(b) The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. It shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(c) No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of the Corporation.

(d) On liquidation or dissolution all properties and assets of the Corporation remaining after paying or providing for all debts and obligations shall be distributed and paid to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), as it may be amended.

#### ARTICLE IV TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE V MEMBERSHIP

(a) The Corporation is organized upon a nonstock basis as defined in Chapter 617 of the Florida Statutes.

(b) The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, and the different classes of membership, if any, shall be as regulated in the bylaws.

(c) Members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

#### ARTICLE VI BOARD OF DIRECTORS

(a) The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors initially composed of three (3) members. The directors need not be members of the Corporation. The number of directors may be changed by a bylaw adopted pursuant to the bylaws of the Corporation. The directors shall be elected at the annual meeting of the members for one year terms.

(b) The names and addresses of the initial directors of the Corporation are:

Shelly May Johnson, 2435 US Highway 19 North, Suite 350, Holiday, FL 34691

Lorraine E. Robinson, 1875 N. Belcher Road, Suite 201, Clearwater, FL 33765

Elise K. Winters, 600 Cleveland Street, Suite 940, Clearwater, FL 33755

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

#### ARTICLE VII

REGISTERED AGENT, INITIAL REGISTERED OFFICE

(a) The name of the registered agent of the Corporation is Elise K. Winters. The address of the initial registered office of the Corporation is 600 Cleveland Street, Suite 940, Clearwater, Florida, 33755.

(b) The Board of Directors may move the registered office or the principal office to any other address in Florida.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator is: Elise K. Winters, 600 Cleveland Street, Suite 940, Clearwater, FL 33755.

ARTICLE IX  
AMENDMENTS TO BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE XII  
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on February 28, 2001.

  
ELISE K. WINTERS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of February, 2001,

by Elise K. Winters, who is personally known to me and who did take an oath.

NOTARY PUBLIC



Sandra Jo Rooney  
My Commission CC855328  
Expires July 15, 2003

*Sandra J. Rooney*

FILED

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

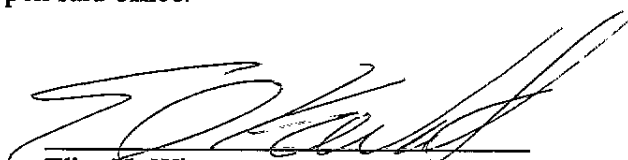
SECRETARY OF ST  
TALLAHASSEE, FLG

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That The Pinellas County Chapter of the Florida Association for Women Lawyers, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, FL 33755, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Elise K. Winters