

NO1000006215

Yvette E. Tetreault-Ducharme

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August 24, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/29/01--01044--022  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT: SOUTH FLORIDA GENDER COALITION, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$87.50.  
This amount covers the filing fee, designation of Registered Agent and a certified copy.

Also included, if needed, a copy of the By-Laws of South Florida Gender Coalition, Inc.

Please return the approved documents to the above address.

Yvette E. Tetreault-Ducharme

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**SOUTH FLORIDA GENDER COALITION INC.**

**A NONPROFIT CORPORATION**

**ARTICLE 1: NAME**

The name of the corporation is:

**South Florida Gender Coalition, Inc.**

**ARTICLE 2: AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

**ARTICLE: PURPOSES**

The corporation is organized exclusively for charitable, social and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) including but not limited to, subject to the foregoing exclusive purposes and by the following and other means:

1. Regroup all the different organizations providing services to the gender community and create a well organized group;
2. Regroup the male and female trans gender community, transvestites, cross dressers, pre op and post op transsexuals, their significant others, friends of the community and any other persons concerned with the gender issue;
3. Provide advocacy to represent the cause of members of the community who may encounter problems with the legal system, employment and discrimination related to their lifestyle;
4. Operate an emergency support program for male and female cross-dressers, transsexuals, persons suffering from gender dysphoria, their friends and significant others;
5. Operate a one-stop multi-purpose center to serve the community and persons within this community becoming homeless or those at risk of homelessness, providing education, advocacy, and other services; and
6. providing assistance, training, education, and counseling on various aspects of changes of life, femininity or masculinity.

Distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporation, under the Florida Not for Profit Corporation Act.

#### ARTICLE 4: DURATION

The corporation shall have perpetual duration.

#### ARTICLE 5: RESTRICTIONS

##### Section1. No Private Inurement.

No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 3 hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying.

No substantial part of the activities of the corporation shall be the carrying-on of propaganda, or otherwise attempting to influence legislation, except by election as otherwise provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

Section 3. No Political Campaigning.

The corporation shall not participate in, or Intervene in (including the publishing or distribution of statements), any political campaigning on behalf of or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication.

The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE 6: DIRECTORS

Section 1. Number.

The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by -the Bylaws of -the corporation as amended from time to time.

Section 2. Powers.

The Board of Directors shall govern the corporation, and shall have all the rights and powers of a Board of Directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and a-mend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election.

Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board or Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located. Directors may be removed by the majority vote of all Directors then in office.

Section 5. Amendment.

The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 6. Initial Directors.

The initial Board of Directors shall consist of three (3) members, whose names and addresses are:

Donald Wittman, 2018 NW 48<sup>th</sup> Avenue, Coconut Creek, FL 33063  
Gloria Stein, 3233 NW 34<sup>th</sup> Court, Lauderdale Lakes, FL 33309  
Yvette E. Ducharme, 3233 NW 34<sup>th</sup> Court, Lauderdale Lakes, FL 33309

Section 7. Meetings.

The Chairman and Vice Chairman of the Board of Directors shall have power individually to call meetings of the Board of Directors, which power shall be exclusive.

Section 8. Chairperson.

The Chairman of the Board of Directors shall be Donald Wittman.

ARTICLE 7: MEMBERS

Section 1. Members.

The corporation shall have two classes of members, the Regular Members and the Associate Members.

a) The Regular Members are the persons, male and female, who join the South Florida Gender Coalition, by completing an application for membership, completing the confidentiality agreement and paying the annual membership dues. The Regular Members benefit from all the rights and privileges of the Corporation. There is no limit on the number of members.

b) Associate Members are appointed by the Board of Directors, do not pay dues as Associate Members, do not vote and serve as consultant to the affairs of the corporation. The Associate member is appointed for a term at the discretion of the Board of Directors. There is no limit on the number of members

Section 2. Members' voting rights.

A member who is entitled to vote may vote in person. Voting by proxy will not be acceptable. Only members with membership dues paid in full will have the right to vote.

Section 3. Membership dues.

The Board of Directors, by resolution, will establish, when needed, the amount of the annual membership dues.

Section 4. Quorum of the members.

a) At any general, special, monthly meeting or activity eight members in good standing shall constitute a quorum for the transaction of business.

(b) If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present will be the act of the members.

Section 5. Meetings of members.

a) A general meeting of the members in good standing shall be convened at least once a year. A notice of such meeting shall be sent by regular mail, electronic mail or any other available means thirty days before such a meeting.

b) Special meetings of the members may be called by the president, the chair of the Board of Directors.

c) Fifteen members in good standing, may, by a document signed by each member and presented to the secretary of the corporation request that a special meeting be convened to discuss specific items detailed in the meeting request. The secretary will call such meeting within ten days from the receipt of such request.

ARTICLE 8: POWERS

Section 1. General.

The corporation shall leave all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated as amended.

Section 2. Restrictions.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship, Etc.

The corporation shall be empowered to hold or administer property for the purposes stated in Article 3, including the power to act as trustee.

ARTICLE 9: DISSOLUTION

Section 1. Dissolution.

The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation.

Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine, (ii) or to such organization or organizations organized and operated exclusively for religious, charitable, or religious educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision.

If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article 3 herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE 10: CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions.

In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article 10 shall apply and the corporation shall:

(1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code;

(2) distribute its income for each taxable year for the purposes specified in Article 3 herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code;

(3) not retain any "excess business holdings" (as defined in Section 4943c of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the internal Revenue Code;

(4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code, and

(5) not make any "taxable expenditures" (as defined in Section 1945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 11045 of the Internal Revenue Code.

Section 2. Definition.

Each reference in this Article 10 to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE 11: INITIAL OFFICE AND AGENT

Section 1. Registered Office.

The named and street address and county of the initial registered office of the corporation shall be 2018 NW 48<sup>th</sup> Avenue, Coconut Creek, FL 33063 and its initial registered agent at that address shall be Donald Wittman.

Section 2. Principal Office.

The mailing address of the initial principal office shall be:

South Florida Gender Coalition, Inc.  
2018 NW 48<sup>th</sup> Avenue  
Coconut Creek, FL 33063

ARTICLE 13: LIMITATION OF LIABILITY

Section 1. Limitation.

The personal liability is hereby eliminated entirely of a director of the corporation for monetary damages for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by a director, unless:

(a) the director breached or failed to perform his duties as a director; and  
(b) the director's breach of, or failure to perform, his duties constitutes (i) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly, or (iii) recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. "Recklessness" means the acting, or omission to act, in conscious disregard of a risk that is known or so obvious that it should have been known to the director; and if known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow such action or omission.



Section 2. No Effect on Prior Liability.

Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment.

Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability.

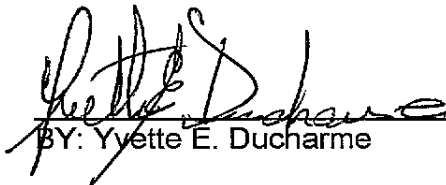
In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE 14. INCORPORATOR(S)

Section 1. Incorporator(s) The name and address of the incorporators(s), is:

Yvette E. Ducharme  
Contract Administrator  
3233 NW 34<sup>th</sup> Court  
Lauderdale Lakes, FL 33309

IN WITNESS WHEREOF, the undersigned incorporator and representative of the incorporator has executed these Articles of incorporation, pursuant to the Florida Not For Profit Corporation Act.

 Date: 08/22/07  
BY: Yvette E. Ducharme

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 617 0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is South Florida Gender Coalition, Inc.
2. The name and address of the registered agent and office is.

Donald Wittman, 2018 NW 48<sup>th</sup> Avenue, Coconut Creek, FL 33063 and its initial registered agent at that address shall be Donald Wittman.

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 REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

Donald Wittman

DATE: \_\_\_\_\_

8-26-01

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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