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October 22, 2001

Ms. Katherine Harris  
SECRETARY OF STATE  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700004653517--8  
-10/25/01--01085--005  
\*\*\*\$78.75 \*\*\*\$78.75

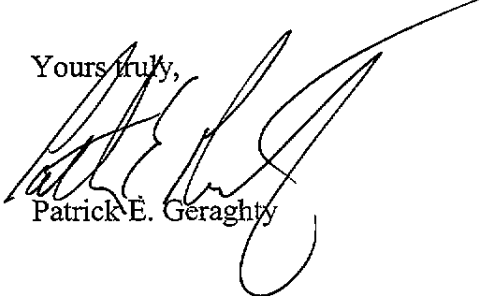
RE: Subject : Dress for Success of Lee County, Florida, Inc.

To Whom It May Concern:

Please find the original and one copy of the Articles of Incorporation. Please process the incorporation for Dress for Success of Lee County, Florida, Inc. and forward the receipt and confirming paper to my office. I am enclosing our check in the amount of \$78.75 to file the Articles and for a certified copy of the Articles of Incorporation. Your assistance is greatly appreciated.

Should you have any questions, please do not hesitate to contact me at the above telephone number.

Yours truly,

  
Patrick E. Geraghty

jb  
Enclosures

01 OCT 25 AM 8:47  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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01 OCT 25 AM 8:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

## DRESS FOR SUCCESS OF LEE COUNTY, FLORIDA, INC.

(A Non-Profit Corporation)

THE UNDERSIGNED subscribers, each a natural person competent to contract, acting as incorporators of a corporation not for profit (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

### ARTICLE 1.

1.1) **Name.** The name of the corporation is Dress for Success of Lee County, Florida, Inc.

### ARTICLE 2.

2.1) **Purpose.** The Corporation is organized exclusively for transaction of any and all lawful business for which a non-profit corporation may be incorporated under the laws of the State of Florida, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Said Corporation is organized to assist low-income women by providing working wardrobes and support services that will allow them to make tailored transitions into the work force.

2.2) **Limitations.** No part of the 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 2.1 hereof. No substantial part of the activities of the Corporation shall be the 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 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE 3.

3.1) **Existence.** The Corporation is to have perpetual existence.

3.2) **Distribution Upon Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of

1986 (or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. 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 4.

4.1) **Address.** The street address of the principal office of the Corporation in the State of Florida is 3326 Martin Luther King Boulevard, Fort Myers, Florida 33916. The Board of Directors may from time to time move the principal office to any other address in Florida.

4.2) **Resident Agent.** The name of the resident agent of the corporation upon whom service of process may be served at 2069 First Street, Suite 100, Fort Myers, Florida 33901 is Patrick E. Geraghty, until and unless changed as prescribed by law.

#### ARTICLE 5.

5.1) **Initial Board of Directors.** The first Board of Directors of the Corporation shall consist of thirteen (13) persons consisting of the President, Vice-President, Secretary, Treasurer, who shall be elected for one (1) year terms in the manner specified by the By-Laws. The first Board of Directors shall hold the organizational meeting of the Corporation.

5.2) **Names and Addresses.** The names and addresses, and terms of service of the members of the first Board of Directors, who shall hold office until the first annual meeting of the membership or until their successors shall have been elected or appointed and have qualified are:

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| <u>Name</u>             | <u>Address</u>   |
|-------------------------|--|
| Richard Bashaw          | 1456 Lynwood Avenue<br>Fort Myers, Florida 33901   |
| Richard Shera           | Sun Trust Bank<br>12751 New Brittany Boulevard<br>Fort Myers, Florida 33907                                    |
| Renee Laird             | 4204 S.W. 4 <sup>th</sup> Street<br>Lehigh Acres, Florida 33971  |
| Celia Hill              | Lee County Extension Services<br>3406 Palm Beach Boulevard<br>Fort Myers, Florida 33916                        |
| Jonathan D. Joseph, Sr. | P.O. Box 74<br>Lehigh Acres, Florida 33970   |
| Elizabeth daFrota       | 7204 Swan Lake Drive<br>Fort Myers, Florida 33919  |
| Harry G. Adams          | Community Redevelopment Agency<br>3326 Dr. Martin Luther King Jr. Boulevard<br>Fort Myers, Florida 33916       |
| Moe Pereira             | Dunbar Industrial Action Development<br>3901 Dr. Martin Luther King Jr. Boulevard<br>Fort Myers, Florida 33916 |
| Iris M. Gonzalez Vega   | 4348 Ballard Road<br>Fort Myers, Florida 33916   |
| Gigail Cureton          | Zeta Phi Beta Sorority, Inc.<br>Eta Alpha Zeta Chapter<br>P. O. Box 572<br>Fort Myers, Florida 33902           |
| Barbara A. Snyder       | 2075 West First Street, #300<br>Fort Myers, Florida 33901  |
| Beverly Reed            | 2828 Jackson Street, #17<br>Fort Myers, Florida 33901  |
| Jeanne Dozier           | Fort Myers Junior League<br>1818 Llewellyn   |

Fort Myers, Florida 33901

**5.3) Increase or Decrease of Directors.** The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent director, or (b) reduce the number of directors to less than two.

**5.4) Election.** An annual election of the members of the Board of Directors shall be held at a time and manner to be specified in the By-Laws of the Corporation. Candidates shall be nominated by mail by the membership and voted upon as provided in the By-Laws.

#### ARTICLE 6.

**6.1) Subscriber.** The name and address of the person signing these Articles of Incorporation as a subscriber are:

| <u>Name</u>    | <u>Address</u>   |
|----------------|--|
| Harry G. Adams | 3326 Dr. Martin Luther King Jr. Blvd.<br>Fort Myers, Florida 33916 |

#### ARTICLE 7.

**7.1) Officers.** The affairs of the Corporation are to be managed by a President, a Vice President, Secretary, Treasurer, and a Board of Directors.

**7.2) Names and Office.** The names of the Officers of the Corporation, who shall serve until the first meeting of the Board of Directors or until their successors shall have been elected or appointed and have qualified, are:

| <u>Name</u>    | <u>Office</u> |
|----------------|---------------|
| Richard Bashaw | President     |

|                |                |
|----------------|----------------|
| Celia Hill     | Vice-President |
| Margarita Vega | Treasurer      |
| Renee Laird    | Secretary      |

7.3) **Election.** Officers shall be elected annually by the majority vote of the membership, in the manner provided in the By-Laws.

#### ARTICLE 8.

8.1) **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, annual, regular or special, may be held either within or without the State of Florida.

8.2) **By-Laws.** The initial By-Laws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the members, as provided in the By-Law. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the corporation not inconsistent with the Florida Statutes or other laws or these Articles of Incorporation.

8.3) **Indemnification.** The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding in the manner and to the extent authorized by Section 608.13, Florida Statutes. The Corporation may also pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of sub-section (14) of such Section upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. Any such indemnification or payment shall not affect any other rights to which those indemnified may be

entitled under any by-law, agreement, vote of membership or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

#### ARTICLE 9.

9.1) **Amendments to Articles of Incorporation.** The members may from time to time amend, alter or repeal, suspend or add any provision to these Articles of Incorporation (as now constituted or hereafter amended) by a two-thirds (2/3) vote of those members attending the annual meeting, provided any such changes have been published and distributed to the general membership at least 30 days prior to such meeting, and all rights conferred upon the membership by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation. Amendments may be proposed by any Director or any member.

 (SEAL)  
HARRY G. ADAMS  
Incorporator

STATE OF FLORIDA )  
                                  ) SS:  
COUNTY OF LEE     )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared HARRY G. ADAMS, to me personally known and known to be the person described as incorporator who made and acknowledged the forgoing Articles of Incorporation, and he acknowledged before me that he had so made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal, this 23rd day of October, 2001.



Jennifer L. Busch  
Notary Public  
Print Name: Jennifer L. Busch

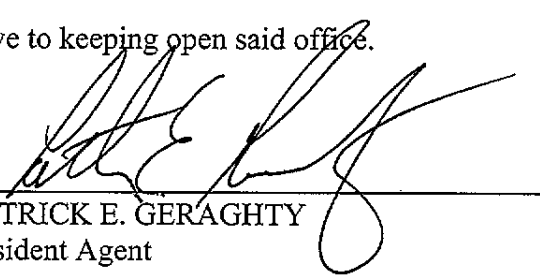
My Commission Expires:



Jennifer L. Busch  
My Commission CC695099  
Expires November 6, 2001

### ACKNOWLEDGMENT

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



PATRICK E. GERAGHTY  
Resident Agent

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 : **Dress for Success of Lee County, Florida, Inc.**
2. The name and address of the registered agent and office is:

**PATRICK E. GERAGHTY, ESQUIRE**  
2069 FIRST STREET  
**FORT MYERS, FLORIDA 33902**

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.

  
\_\_\_\_\_  
PATRICK E. GERAGHTY

10/23/01  
\_\_\_\_\_  
Date