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FLORIDA NON-PROFIT CORPORATION

REPUBLICAN WOMEN POLITICAL ACTION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

FLORIDA NONPROFIT CORPORATION

ARTICLE I

CORPORATE NAME

The name of this corporation is:

REPUBLICAN WOMEN POLITICAL ACTION, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for political, charitable, scientific, educational purposes more specifically for political purposes pursuant to United States of America and to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes. The term of existence of the Corporation is perpetual.

ARTICLE III

Principal address of the corporation

11631 NW 7th Ave, Suite B - Miami, Florida 33168

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) for the advancement of political campaigning and any other related corresponding, to intercede for the country in prayer or political purposes, by supporting its candidates, motivating the citizens to choose the candidates for the interest of our country, state or municipal entities, counties, cities; And

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lobbying for such purposes, etc. and also giving assistance to the senior/elderly youth; human development, fundraising, keeping families together.

- (a) to expand the community's capability to solve the various problems that arise for individuals and families on a daily basis, specifically in the areas of health, education, housing, economic development, immigrants/entrants, outreach training. REPUBLICAN WOMEN POLITICAL ACTION, INC. will network with the Public and Private sectors to develop a wholistic approach to the country, community issues and concerns.
- (b) to operate exclusively in any other manner for such political purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organization qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

- (a) Board of Trustees. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be three, provided, however, that such number be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (2) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 11631 NW 7th Ave, Suite B, Miami, Florida 33168 on June 15th of each year at 6:00 p.m. or a such other place as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of Law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of

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the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

An official Board meeting requires that each Board member have written notice two weeks in advance.

The names and addresses of such initial Corporate Officers of the Board of Trustees are as follows:

Name:

Address:

Rev. Yolette Antoine

1305 NW 7 Ave
Miami, Florida 33169

Barbara White De LaCruz

17050 NW 19 Ave
Miami, Fla 33053

Kathie Mendez

3537 S.W. 17th Ave
MIAMI, FL 33029

R. A. Mahaney

1635 Windy Pines Dr.
Naples, Fla 34116

(b) Corporate Officers and Duties. The Board of Trustees shall elect the following officers: Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

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The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

(C) Vacancies. When a vacancy on the Board exists, nomination for new members may be received from Board members by the Secretary two weeks in advance of a Board members with regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

(D) Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three (3) unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

(E) Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be send out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE VI

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or order private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) All substantial part of the activities of the corporation shall be the carrying on of propaganda, and attempting to influence legislation, and the corporation shall participate in, and intervene in (including the publishing or distribution of statements) to political campaign on behalf of its candidate for public office.

(c) 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 1954 (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(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not furtherance of the purpose of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution on the corporation, the Board of Trustees shall, after paying or making provision for the payment of all 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 political purposes, educational, social, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization

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or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

- (a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote. Membership will be based on a 12 month period for Regular and Family membership, or a 6 month period for military membership. The official commencement of membership for the membership roster will be determined with the mailing of the first newsletter. Membership will be valid immediately upon payment of dues as established by the constitution.
- (b) Any person paying the dues provided for by the by-laws and agreeing to be bound by Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership. Dues shall be payable on or before January (1) of each year, except that the new members elected after October first (1st) shall be deemed to be members for the following year. Any Republican Women Political Action member, whose dues are not paid by the due date shall automatically be terminated as a member and must reapply for Republican Women Political Action membership. Any member whose dues are unpaid as of the last day of the June Thirty (30) shall automatically be terminated as a member. Dues are non-refundable and non-transferable.
- (c) prospective member shall be eligible for membership upon Presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees of the Republican Women Political Action, Inc.

ARTICLE IX

COMMITTEES

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- (a) The Board may create committees as needed, such as political campaigning, fundraising, prevention, housing, etc. The Board Chair appoints all committee chairs.
- (b) The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.
- (c) Finance Committee. The Treasurer in chair of the Finance Committee, which includes three (3) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The records of the organization are public information and shall be made available to the membership, Board members and the public.

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. 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 Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

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The property of this corporation is irrevocably dedicated to political, educational, social, scientific, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 1305 NW 203 St. - Miami, Florida 33169, and the name of its registered agent at said address shall be Reverend Yolette Antoine, founder.


Rev. Yolette Antoine, registered Agent

ARTICLE XIII

Subscriber

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 1st day of June, 2002.


Rev. Yolette Antoine

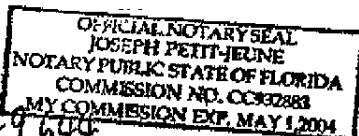
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, the undersigned authority, personally appeared YOLETTE ANTOINE to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of June 1, 2002

My Commission Expires:


NOTARY PUBLIC, State Florida



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