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FLORIDA NON-PROFIT CORPORATION

THE SAPPHIRE WOMEN'S CLUB, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION OF
THE SAPPHIRE WOMEN'S CLUB, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: THE SAPPHIRE WOMEN'S CLUB, INC.
(the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 39 North Orange Avenue, Suite 602, Orlando, Florida 32769.

ARTICLE III - Purpose

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

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ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation 39 North Orange Avenue, Suite 602, Orlando, Florida 32769 and the name of the registered agent of the Corporation at that address is Odessia Y. Joyner.

ARTICLE VI - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

Odessia Y. Joyner 2683 Sugar Pine Run, Oviedo, FL 32765

ARTICLE VIII - Members

The Corporation shall have members. Pursuant to the Bylaws of the Corporation, women may be received into Membership of the Corporation upon (i) completion of an application for membership; (ii) recommendation of two members; and (iii) by majority vote of acceptance by members. Members shall be admitted in August of each year, or such time as designated by the Board of Directors.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended by majority vote of the Board of Directors.

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ARTICLE X - Bylaws

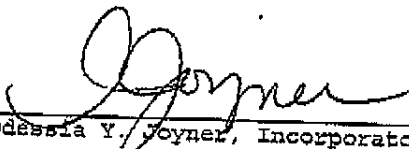
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI - Dissolution

A. 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, 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 tax-exempt purposes or to such organizations which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of July, 2002.


Odessia Y. Joyner, Incorporator

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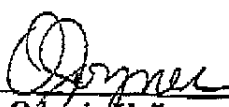
**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

THE SAPPHIRE WOMEN'S CLUB, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 39 North Orange Avenue, Suite 602, Orlando, Florida 32801, has named Odessia Y. Joyner, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

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.


Name: Odessia Y. Joyner
Registered Agent

Date: July 25, 2002

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