

8/29/02

**ARTICLES OF INCORPORATION
OF
WOMEN'S CHAMBER FOUNDATION, INC.
A CORPORATION NOT FOR PROFIT**

FILED

2002 AUG 28 PM 3:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

• In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

WOMEN'S CHAMBER FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8407 Staniel Cay
West Palm Beach, FL 33411

ARTICLE III DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law.
Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV PURPOSE

The specific and general purposes for which the corporation is organized are:

a) The Women's Chamber Foundation will support the education of women through skill training, leadership development, research and scholarship programs that will provide the foundation for their current and future economic success.

b) To operate exclusively in any other manner for such charitable, religious, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code as amended.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number of Directors may vary between a minimum of three and a maximum of fifteen. The members shall elect the Board annually at the annual meeting of the members. A Director may be reelected without limitation on the number of terms s/he may serve. The manner of the election of the Directors shall be specified in the Not-for-Profit Corporation's Bylaws.

ARTICLE VI INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

Gayle Landen	Director	3902 Burns Rd.	Palm Beach Gardens FL 33410
Paula Greller	Director	333 N. Ocean Blvd. #1718	Deerfield Beach FL 33441
Karen Meyer	Director	3932 RCA Blvd. #3402	Palm Beach Gardens FL 33401
Rebecca L. Cozart	Sec./Treas.	8407 Staniel Cay	West Palm Beach FL 33411

The Directors named herein shall hold office until their successors are elected and qualified at the first annual meeting of the Board at which time an election of Directors shall be conducted pursuant to the Bylaws.

ARTICLE VII MEMBERSHIP

The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Rebecca L. Cozart
8407 Staniel Cay
West Palm Beach FL 33411

ARTICLE IX EARNINGS AND ACTIVITIES OF THE CORPORATION

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 as set forth in Article IV 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 or in opposition to any candidates for public office.

Notwithstanding any other provision of these articles, this Corporation shall not carry on any 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, as amended, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X DEDICATION OF ASSETS

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

ARTICLE XI DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government for a public purpose, as the Board of Directors 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 or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII AMENDMENT OF THESE ARTICLES

The Board of Directors of the Corporation may amend these Articles of Incorporation, as it may deem necessary for the conduct of its business and the carrying out of its purposes, in accordance with procedures established in the Bylaws.

ARTICLE XIII INCORPORATOR

The name and address of the Incorporator is:

Rebecca L. Cozart
8407 Stanial Cay
West Palm Beach FL 33411

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Rebecca L. Cozart
Signature/Registered Agent
REBECCA L. COZART

8/26/02
Date

Rebecca L. Cozart
Signature/Incorporator
REBECCA L. COZART, Secretary/Treasurer

8/26/02
Date

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