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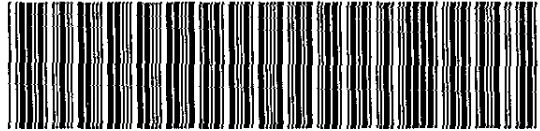
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December 26, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
The YWCAs of the Southeast Region, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

Articles of Incorporation
Of
The YWCAs of the Southeast Region, Inc.

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Article of Incorporation:

Article I
Name

The name of this corporation is The YWCAs of the Southeast Region, Inc.

Article II
Address

The address of the principal office and the mailing address of the corporation shall be: 351 NW 5th Street, Miami, FL 33128

Article III
Duration

The corporation shall have perpetual existence.

Article IV
Purposes

The corporation is organized and shall be operated exclusively for charitable, social and educational purposes 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 Revenue Law) and its principal purpose shall be:

- To act as a regional organization composed of member associations of the YWCA of the USA, Inc., located in the geographical southeastern region of the United States, including but not limited to the states of Florida, Georgia, Virginia, North Carolina, South Carolina, Alabama and Tennessee.
- To build and enhance the capacity of individual member associations located within the region,
- To provide support, technical assistance and training to member associations located within the region, and
- To provide regional representation to the National Coordinating Board of the YWCA of the USA, Inc.

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Article V
Members

The corporation shall have one class of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws of the corporation; provided that each member must be an organization that is described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and is exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended, or must have entered into a fiscal sponsorship arrangement with a qualified organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, which arrangement is satisfactory to the National Coordinating Board of the YWCA of the USA, Inc. and this corporation. All other provisions for membership qualification, the manner of admission to membership and the rights and obligations of the members shall be determined by the directors from time to time, and shall be set forth in the bylaws of the corporation.

Article VI
Powers

This corporation shall have all powers granted to not-for-profit corporations under Florida law, including but not limited to the power to acquire, own, maintain and use its assets for the purpose for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the corporation, to exercise all powers necessary or convenient to the furtherance of the purposes for which the corporation is organized and the exercise of all powers granted to a not-for-profit corporation under Florida law, subject to the following limitations and restrictions:

- No part of the net earnings 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 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 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, as amended (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)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

Article VII
Directors

The corporation shall have four (4) directors initially. The directors shall be elected by the members, as provided in the bylaws of the corporation. The number of directors may be increased from time to time as provided in the bylaws of the corporation, provided that the corporation shall always have at least three (3) directors. The directors may be organized into one (1) or more separate categories of directors as provided in the bylaws of the corporation. The names and addresses of the initial directors of the corporation, who shall serve until their successors are duly elected and qualified, are:

Eileen Maloney-Simon	351 NW 5 th Street Miami, FL 33128
Jeanette Hess	420 W. Clinch Avenue Knoxville, TN 37902
Florence Corpening	1201 Glade Street Winston-Salem, NC 27101
Carolyn Flowers	#1 YWCA Place Greensboro, N.C. 27401

Article VIII
Dissolution

No member, director, officer or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the directors, shall after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to the members of the corporation who are associations as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986 as amended, which distribution to members shall be in proportion to their respective contributions to the corporation, whether as dues or other payments, or if there are not such members eligible to receive the assets of the corporation then to the YWCA of the USA provided that it is organized and operated exclusively for charitable, educational, religious or scientific organizations under 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) and if the YWCA of the USA, Inc. is not eligible to receive the assets of the corporation, then to such other organization or organizations organized and operated exclusively for charitable, educational, religious or scientific 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), that is organized and operated to engage in activities which are reasonably comparable to the YWCA of the USA, Inc. as the directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, of the county in which the principal office 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 IX
Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken shall be signed by all the Directors.

Article X
Amendment

These Articles of Incorporation may be amended, altered or rescinded by the members in accordance with procedures established by the bylaws of the corporation.

Article XI
Registered Agent

The street address of the initial registered office of this corporation is 351 NW 5th Street, Miami, FL 33128. The name of the initial registered agent is Eileen Maloney-Simon. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law. The Registered Agent, by execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of Section 607.0501, Florida Statutes.

Article XII
No Stock

This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

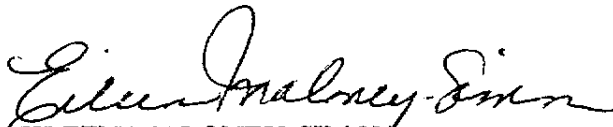
Article XIII
Indemnification

The corporation shall indemnify its directors and officers to the fullest extent permitted by law

Article XIV
Bylaws

The directors and members shall make and shall have power to amend or repeal the bylaws of the corporation.


IN WITNESS WHEREOF, the undersigned incorporator, being the Incorporator for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has executed these Articles of Incorporation this _____ day of _____, 2002.


EILEEN MALONEY-SIMON
AS INCORPORATOR AND REGISTERED AGENT

Article XIV
Bylaws

The directors and members shall make and shall have power to amend or repeal the bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the Incorporator for the purpose of forming a corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has executed these Articles of Incorporation this 20th day of December 2002.


EILEEN MALONEY-SIMON
AS INCORPORATOR AND REGISTERED AGENT

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