

Women In Need

PO Box 1435 Orange Park, Florida 32067-1435 (904)264-5717

NO2947

President / CEO &
Founder

Carol Lynne Gibson, RN

Governing Board of
Directors

Greg Clary

Stephen B. Gill, MD

Gregory V. Hardee

Selena Hayle

Hon. J. Michael Hogan

Joseph B. Stokes, Jr., MD

April 1, 1999

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

1999 Executive
Advisory Council

Tina Clary

Steven W. Conner

Roger B. Gibson

Jeanne Gill

William H. Grant, III, Esq.

Linda Hardee

Charles L. Harkness, DO

Tracy C. Hilton

Hon. Alberta Hipps

Senator Jim Horne

Phyllis M. Ivey

R. Steve Ivey

Max C. Karrer, MD

Elizabeth M. Leggett

Hon. Max H. Leggett

Donald Longino

Eva Longino

Melody Kathryn Mallett

Faye L. Moody

Joe Nairon

Tony Nasrallah

Daythel R. Stokes, RN

Hon. Sharon H. Tanner

Bob Turnage

Rep. Steve Wise

Re: Articles of Amendment

Enclosed please find the completed forms for amending the Articles of Incorporation for Women In Need, Inc. We have also included a check in the amount of \$35.00 to cover the filing fee.

Please feel free to call (904) 264-5717 if you have any questions.

Sincerely,



Carol Lynne F. Gibson, RN
President/Founder

enclosures

FILED
99 APR -5 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
TUE APR 7 2 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 5, 1999

WOMEN IN NEED, INC.
CAROL LYNNE F. GIBSON
P.O. BOX 1435
ORANGE PARK, FL 32067-1435

SUBJECT: WOMEN IN NEED, INC.
Ref. Number: N02947

We have received your document for WOMEN IN NEED, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

As per conversation today, you need to complete the amendment form and return to us in order to make the changes you are wishing to make. I am returning the "Articles of Incorporation" back to you since you have already filed this document. I am also returning your check for \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 899A00010284

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
99 APR -5 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Women In Need, Inc.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article 1 (amended)

Name

Section 1.1 Name: The name of the not for profit Corporation shall be Women In Need, Inc.

Article 11 (added)

Principal Office and Mailing Address

Section 2.1 Principal Office and Mailing Address: The principal place of business and mailing address of this Corporation shall be 51 River Road, Orange Park, Florida 32073.

SECOND: The date of adoption of the amendment(s) was: February 11, 1999

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Women In Need, Inc.

Corporation Name

Carol Lynne F. Gibson

Signature of Chairman, Vice Chairman, President or other officer

Carol Lynne F. Gibson

Typed or printed name

President

Title

April 1, 1999

Date

Articles of Amendment
to
Articles of Incorporation
of
Women In Need, Inc.

First: (continued)

Article II - Term of Existence (deleted)

Article III - Purposes (deleted)

Article III - Duration (added)

Section 3.1 - The duration of this corporation is to be perpetual. Corporate existence shall commence on the date these articles are executed except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article IV - Powers (deleted)

Article IV - Purpose (added)

Section 4.1 Purposes: The purpose for which this not for profit corporation is organized is for the preservation of life and to teach and to proclaim, either orally or written, the gospel of the Lord Jesus Christ. The purposes are achieved through explaining and providing alternatives to abortion; to teach and proclaim, by oral and written means, the gospel of the lord Jesus Christ based on the truths of the holy Bible, providing scriptural fellowship, guidance and instruction to preserve a clear separated testimony.

NOT WITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE EXCLUSIVELY RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL WITHIN THE MEANING OF SECTION 501 © (3) OF THE INTERNAL REVENUE CODE OF 1954 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

Article V - Qualifications of Membership (deleted)

Article V - Powers (added)

Section 5.1 Powers: The powers of the corporation shall remain consistent with the objectives and purposes of the religious and charitable activities of the corporation. This Ministry shall have the power to engage in such activities that constitute business within the areas of religious, benevolent, charitable, literary and educational purposes. The corporation shall engage only in such activities as are exempt from taxation pursuant to section 501 © (3), and whose contributions are deductible pursuant to Section 170 © (2) of the Internal Revenue Code of 1954, or corresponding provisions, earnings or assets shall inure to benefit of any private member, except for reasonable compensation for services actually rendered.

Article VI - Subscribers & Incorporators (deleted)

Article VI - Membership (added)

Section 6.1 Qualification of Membership: The qualification of the members and the manner of their admissions shall be approved by a majority vote of the Governing Board of Directors. The active Governing Board of Directors and Officers shall act as the majority for qualification and admission of new members.

Article VII - Management (amended)

Section 7.1 Management: The President is elected at each annual meeting of the corporation and answers to the Governing Board of Directors.

Section 7.2 Officers (added) The names of the officers who are to serve until the first election or appointment under these Articles of Incorporation are:

Carol Lynne F. Gibson	President
Gregory V. Hardee	Vice-President
Kim R. Frketic	Secretary
Connie Sikes	Treasurer

Article VIII - Officers (deleted)

Article VIII - Directors (added)

Section 8.1 Directors: The Governing Board of Directors is that group of persons vested with the management of the business and the affairs of the Corporation, subject to the law, the Articles of Incorporation and the By-laws. The Governing Board of Directors constitutes the sole voting membership of the corporation.

The name and street address of the Directors of this Corporation, who shall hold office for the first year or until his/her successors are elected and have qualified shall be:

Carol Lynne F. Gibson

51 River Road
Orange Park, Florida 32073

Gregory V. Hardee

863 South Lane Avenue
Jacksonville, Florida 32205

Section 8.2 Number of Directors

The number of Directors of this Corporation shall not be less than three at any time. The number of Directors may vary from time to time between a minimum of three and a maximum of twelve with the amount to be determined by the two-thirds of the incumbent directors. The acting Governing Board of Directors shall constitute the voting membership of the Corporation. Directors shall be added or deleted at any time by a majority vote of the Governing Board of Directors. The person under consideration for removal from the Governing Board of directors shall have no vote.

(a) **Executive Advisory Council:** The Executive Advisory council shall be appointed by a majority vote of the Governing board of directors and serve at the sole discretion of the same.

(b) **Honorary Governing Board:** An Honorary Governing Board shall be established with no member having a voting right on the Governing Board of Directors. The Board shall be composed of persons approved by a majority vote of the Governing Board of directors and serve at the sole discretion of the same.

(c) **Removal:** Removal of a person from the Executive Advisory Council or the Honorary Governing Board shall be determined by a majority vote of the Governing Board of Directors. Any vacancy may be filled only by the majority vote of the Governing Board of Directors.

- (d) **Proxies:** A person on the Governing Board of Directors may vote in person or by proxy provided that any and all proxies are executed in writing by the Board member or his duly authorized attorney-in-fact.

Section 8.3 Compensation: The Governing Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

Section 8.4 Indemnification: The Governing Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX - Directors (deleted)

Article IX - Initial Registered Agent and Address (added)

Section 9.1 Name and Address: The name and street address of the initial registered agent of the Corporation is Roger B. Gibson, 51 River Road, Orange Park, Florida 32073

Article X - Principal Office and Registered Agent (deleted)

Article X - Incorporator (added)

Section 10.1 Name and Address: The name and address of the incorporator of this Corporation is Carol Lynne F. Gibson. 51 River Road, Orange Park, Florida 32073.

Article XI - Acknowledgement of Registered Agent (deleted)

Article XI - (added)

Section 11.1 Bylaws: The Bylaws of this Corporation shall be adopted by the Governing Board of Directors.