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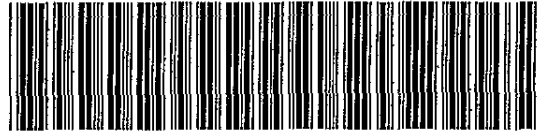
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FILED  
03 APR 25 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMITH  
APR 30 2003

TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Date: April 21, 2003

Re: New Dawn Women's Clinic,  
Inc.

File No. W-53,478

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DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original Articles of Incorporation;
2. Check for \$78.75 for filing and certified copy fee;

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PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles and forward a certified copy to our office.

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THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Suite 22, Sun Bank  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando Exchange: (407) 834-5119  
FAX: (407) 330-2379

  
\_\_\_\_\_  
FRANK C. WHIGHAM, ESQUIRE

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ARTICLES OF INCORPORATION  
OF  
NEW DAWN WOMEN'S CLINIC, INC.  
(A Corporation Not For Profit)

FILED  
03 APR 25 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes Chapter 617, the undersigned, with other persons, being desirous of forming a corporation authorized to exercise powers permitted non-profit corporations, does agree to the following:

ARTICLE I - NAME

The name of this corporation is **NEW DAWN WOMEN'S CLINIC, INC.**, with its principal place of business located at 2495 Westminster Terrace, Oviedo, Seminole County, Florida 32765.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, unless dissolved by law or as provided by Chapter 617, Florida Statutes.

ARTICLE III - PURPOSE

The purposes for which this corporation is formed is to provide and to promote the general social welfare of the community, and for that purpose:

(a) to provide free service to women of reproductive age with information necessary to make physically and emotionally healthy decisions for their lives through the use of education and advanced medical technology, including but not limited to free sonograms and comprehensive information about sexually transmitted

diseases (STD'S) without regard to race, age, color, creed, religion, or national origin.

(b) This corporation is organized exclusively for charitable, spiritual and educational purposes, including, but not limited to making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) to acquire, improve and operate any real or personal property or interest or rights therein or appurtenant thereto.

(d) to sell, convey, assign, mortgage, or lease any real and personal property.

(e) to assist communities in applying for community development grants or national grants related to the purpose of this organization.

(f) to apply for any available housing and economic funds on the federal, state and local level.

(g) to borrow money, contract debts and issue bonds, notes, debentures, and securities for such obligations.

(h) to do each and everything necessary, suitable proper for the accomplishment of any of the purposes and objectives herein enumerated or which shall appear expedient for the protection or benefit of the corporation.

#### ARTICLE IV - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located in the County of Seminole, at 2495 Westminster Terrace, Oviedo, Florida 32765, and the name of the initial Registered Agent of this corporation located at that address is JAMES F. EGBERT.

ARTICLE VI - MEMBERSHIP

The qualification for membership and the manner of their admission into the corporation shall be defined and regulated in the By-Laws of the corporation.

The initial members of the corporation are as follows:

JAMES F. EGBERT, 2495 Westminster Terrace, Oviedo, FL 32765.  
CATHERINE A. SMITH, 7028 Arbor Ct., Winter Park, FL 32792.  
ROSELIE LAUGEN, 8842 Larwin Lane, Orlando, FL 32817.

ARTICLE VII - INCORPORATORS

The name and address of the incorporators of this corporation are:

JAMES F. EGBERT	2495 Westminster Terrace Oviedo, FL 32765
CATHERINE A. SMITH	7028 Arbor Ct. Winter Park, FL 32792
ROSELIE LAUGEN	8842 Larwin Lane Orlando, FL 32817

ARTICLE VIII - ELECTION AND APPOINTMENT OF DIRECTORS

The manner in which directors are elected or appointed shall be defined and regulated in the By-Laws of the corporation.

ARTICLE IX - POWERS and DIRECTORS

The powers of this corporation shall be exercised, its

property controlled and its affairs conducted by a Board of Directors. The number of directors of the corporation shall not be less than three (3) initially, with that number being determined in the future as indicated by the By-Laws of the corporation.

The first Board of Directors who shall serve until the first election, shall consist of those persons whose names and addresses are as follows:

JAMES F. EGBERT	2495 Westminister Terrace
	Oviedo, FL 32765
CATHERINE A. SMITH	7028 Arbor Ct.
	Winter Park, FL 32792
ROSELIE LAUGEN	8842 Larwin Lane
	Orlando, FL 32817

The directors shall not be personally liable for the debts, liabilities, or obligations of the corporation.

#### ARTICLE X

(a) The corporation does not contemplate pecuniary gain or profit and there shall be no capital stock.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 III hereof.

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 candidate for public office.

#### ARTICLE XI

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, none of the assets shall be distributed to any member, officer or trustee of this corporation. Notwithstanding any other provision of these articles, this 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 Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue laws, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law, and in addition, notwithstanding any other provisions of these articles, this corporation is formed exclusively for charitable and educational purposes.

#### ARTICLE XII - ADOPTION AND AMENDMENT OF BYLAWS

The corporation, through action by its board of directors, shall have the power to adopt, amend or repeal the bylaws which

shall, from time to time be adopted by the Board of Directors.

ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal these Articles of Incorporation by majority vote of the Board of Directors at any regular business meeting, provided that special notice of such amendments, or change shall have been given pursuant to state law.

IN WITNESS WHEREOF, the undersigned incorporators\subscribers have executed these Articles of Incorporation, this 17 day of April, 2003.

James F. Egbert  
JAMES F. EGBERT

Catherine A. Smith  
CATHERINE A. SMITH

Roselie Laugen  
ROSELIE LAUGEN

STATE OF FLORIDA       )  
COUNTY OF SEMINOLE   )

The foregoing instrument was acknowledged before me by JAMES F. EGBERT, CATHERINE A. SMITH, and ROSELIE LAUGEN, personally known to me, this 17 day of April, 2003.

(Affix Notary Seal)

Lynn D. Gainer  
Notary Public

Print Name: Lynn D. Gainer



Lynn D. Gainer  
MY COMMISSION # CC627276 EXPIRES  
May 21, 2003  
BONDED THRU TROY FAIN INSURANCE, INC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

NEW DAWN WOMEN'S CLINIC, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said:

That NEW DAWN WOMEN'S CLINIC, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2495 Westminster Terrace, Oviedo, Florida, 32765, has named JAMES F. EGBERT located at 2495 Westminster Terrace, Oviedo, County of Seminole, State of Florida, 32765, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JAMES F. EGBERT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA