

N030000005169

(Requestor's Name)

J. MICHAEL ROONEY, ESQ.  
P.O. Box 510400  
306 East Olympia Avenue  
Punta Gorda, Florida 33951-0400

(City/State/Zip/Phone #)

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 6, 2003

J. MICHAEL ROONEY, ESQ.  
P.O. BOX 510400  
PUNTA GORDA, FL 33951-0400

SUBJECT: WOMEN OF THE WELL PREGNANCY CRISIS CENTER  
Ref. Number: W03000016311

We have received your document for WOMEN OF THE WELL PREGNANCY CRISIS CENTER and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

PLEASE ADD SUFFIX TO CORPORATE NAME ABOVE ARTICLE I.,

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 403A00035684

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WOMEN OF THE WELL PREGNANCY CRISIS CENTER, INC.

The undersigned, acting as incorporator under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) hereby adopts and executes the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation is Women of the Well Pregnancy Crisis Center, Inc. and the principal mailing address for corporation is 2631 Morietta Lane, North Port, Florida 34286

ARTICLE II  
DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE III  
PURPOSES

The purposes for which this corporation, a nonprofit charitable organization, is formed are:

1) The primary purpose of Women of the Well Pregnancy Crisis Center is to aid pregnant teens and women in crisis and to provide a safe place for them and their newborn. Aid will be provided through vocational training, and training in basic and social life skills, which will enable the women to become physically, financially and emotionally independent. Specific training will be provided in the areas of vocation, administration, parenting, health, home making, automotive care, and spiritual growth. In addition, birthing classes will be provided, and may include the baby's father, if he's available. Alternatives to abortion will be provided, through adoption and legal counseling. A place of residence will be provided to those women in need, and their babies, for up to two years, as facilities are available.

2) To engage in any other activity, as allowed under the Florida Statutes for non-profit corporations, which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501C(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501C(3) of the Code or under any future federal tax code.

#### ARTICLE IV POWERS

This corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with Chapter 617 of the Florida Statutes, "Corporations Not For Profit" and Section 501C(3) of the Code.

#### ARTICLE V INFLUENCE LEGISLATION

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE VI REGISTERED OFFICE

The address of the initial registered office of this corporation is: 306 East Olympia Avenue, Punta Gorda Florida 33950, and the name of its initial registered agent at such address is J. Michael Rooney. The written consent of such person to serve as registered agent is attached hereto.

#### ARTICLE VII BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be as required by the Bylaws of this corporation; provided, that the initial directors shall be five (5) in number and their names and addresses are:

President:	Ed Keen 2631 Morietta Lane North Port, FL 34286	Secretary:	Michele Voeks 2631 Morietta Lane North Port, FL 34286
Vice Pres.:	Charles Jordan 2631 Morietta Lane North Port, FL 34286	Treasurer:	Kathleen Bolland-Bisaha 2631 Morietta Lane North Port, FL 34286
Director:	Keith Bisaha 2631 Morietta Lane North Port, FL 34286		

The initial directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

## ARTICLE VIII BYLAWS

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation.

## ARTICLE IX LIMITATIONS

This corporation shall have no capital stock and no part of the net earnings of this corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501C(3) of the Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

## ARTICLE X TRANSACTIONS INVOLVING DIRECTORS

- 1) No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.
- 2) Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

## ARTICLE XI DISTRIBUTIONS UPON DISSOLUTION

Upon any dissolution of this corporation under provisions of the laws of the State of Florida for nonprofit corporations, all of its assets remaining after payment of creditors as exempt from taxation under the provisions of Sections 501(a) and 501C(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

## ARTICLE XII PRIVATE FOUNDATION

If this corporation becomes a private foundation within the meaning of Section 509 of the Code, as long as its private status continues, the following provisions shall apply in the management of its affairs:

- 1) Each year the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Code;
- 2) The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;
- 3) The corporation shall not sell, exchange, distribute, or otherwise dispose of any "excess business holdings" (as defined in Section 4945C of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
- 4) The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within the meaning of Section 4944 of the Code) and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Code.
- 5) The corporation shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945 (a) of the Code.

#### ARTICLE XIII AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

#### ARTICLE XIV MEMBERSHIP

The membership of this Corporation shall constitute all persons hereinafter named as officers and directors, and such other persons as from time to time may become members upon vote of the Board of Directors.

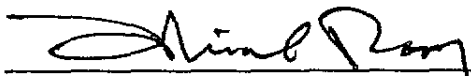
#### ARTICLE XV INCORPORATOR

The name and address of the incorporator are:

J. MICHAEL ROONEY, ESQ.  
P.O. Box 510400  
306 East Olympia Avenue  
Punta Gorda, Florida 33951-0400

Dated:

May 27, 2003

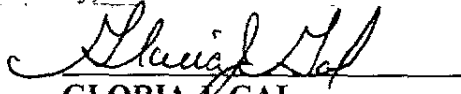
  
Incorporator - J. MICHAEL ROONEY

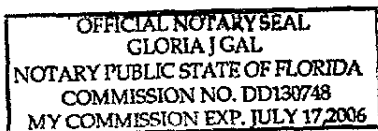
**STATE OF FLORIDA  
COUNTY OF CHARLOTTE**

**BEFORE ME**, the undersigned authority, personally appeared **J. MICHAEL ROONEY**, who being well-known to me to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and my official seal at Punta Gorda, in said County and State this 27<sup>th</sup> day of May, 2003.

My commission expires:

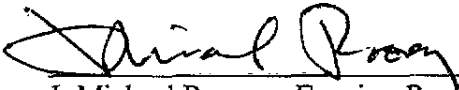
  
**GLORIA J. GAL**  
**NOTARY PUBLIC**  
State of Florida at Large



**CONSENT TO APPOINTMENT OF REGISTERED AGENT**

I, **J. MICHAEL ROONEY, ESQUIRE**, whose address is listed below for service or process, consent to serve as registered agent, in the State of Florida, for the Women of the Well Pregnancy Crisis Center, Inc. I understand that as agent of the corporation, it will be my responsibility to accept service of process in the name of the corporation, to forward all mail and license renewals to the appropriate officer of the corporation, and to immediately notify the Office of the secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED: May 27, 2003



J. Michael Rooney, Esquire, Registered Agent  
306 East Olympia Avenue  
Punta Gorda, Florida 33950

FILED  
03 JUN 16 PM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA