

# N04000001720

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000199960 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

RECEIVED

05 AUG 19 AM 8:00

DIVISION OF CORPORATIONS

FILED  
05 AUG 19 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## BASIC AMENDMENT

### WOMEN FOR WOMEN FOUNDATION, INCORPORATED

Certificate of Status	0
Certified Copy	2
Page Count	09
Estimated Charge	\$52.50

Electronic Filing Menu

Corporate Filing

Public Access Help

Am + Restated  
JLG 8/22

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WOMEN FOR WOMEN FOUNDATION, INCORPORATED  
(A Florida Not For Profit Corporation)**

---

**FILED**  
05 AUG 19 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Corporation executes and sets forth the following Certificate of Amendment and Restatement of the Articles of Incorporation in accordance with Section 617.1006 of the Florida Not For Profit Corporation Act (the "Act"):

**FIRST:** The name of the corporation is Women For Women Foundation, Incorporated (the "Corporation").

**SECOND:** The Amended and Restated Articles of Incorporation of the Corporation are attached to this Certificate as Exhibit A.

**THIRD:** The Corporation does not have any Members.

**FOURTH:** The Board of Directors adopted the Amended and Restated Articles of Incorporation of the Corporation in accordance with Section 617.1006 of the Act on August 19, 2005.

*{Signature on next page.}*

IN WITNESS WHEREOF, the Corporation has caused the execution of this Certificate of Amendment and Restatement of the Articles of Incorporation of Women For Women Foundation, Incorporated on August 19, 2005.

WOMEN FOR WOMEN FOUNDATION,  
INCORPORATED

By: *Jeanette C. Linders*

Name: Jeanette C. Linders

Title: President

**EXHIBIT A**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**WOMEN FOR FOUNDATION, INCORPORATED**  
**(A Florida Not For Profit Corporation)**

---

**ARTICLE I**  
**NAME**

The name of this Corporation is Women For Women Foundation, Incorporated (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be:  
200 W. Welbourne Ave, Suite 7, Winter Park, FL 32789.

**ARTICLE III**  
**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV**  
**PURPOSES AND POWERS**

A. The Corporation is a not for profit corporation incorporated and operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law).

B. More specifically, the Corporation shall be organized and operated exclusively to promote women's health, education and personal growth in a manner that constitutes charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

C. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to engage in any lawful act or activity necessary or conducive to the attainment of

the purposes hereinbefore set forth; provided, however, that notwithstanding any provision of this Certificate or any provisions of law, the Corporation shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (a) an organization exempt from Federal income tax under section 501(c)(3) of the Code, or (b) an organization contributions to which are deductible under sections 170, 2055 and 2522 of the Code. Consistent with the foregoing, the Corporation may exercise all powers available to not for profit corporations under the Act.

#### **ARTICLE V MEMBERS**

The Board of Directors may create one or more classes of Members in accordance with the provisions of these Articles of Incorporation and the Corporation's Bylaws.

#### **ARTICLE VI BOARD OF DIRECTORS**

A. All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of three persons. The rights, powers and duties of the Board of Directors, including without limitation, the procedures for electing future directors, shall be as provided in the Bylaws of the Corporation.

B. The names of the persons who shall serve as the initial Board of Directors of the Corporation are as follows: Jeanette C. Linders, Marti Miller and Marianne Gray. The address for each of the foregoing initial directors is: 200 W. Welbourne Ave, Suite 7, Winter Park, FL 32789.

#### **ARTICLE VII PRIVATE FOUNDATION RULES**

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE VIII DISSOLUTION**

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation nor any proceeds thereof may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the Corporation must be distributed to one or more organizations that satisfy the following conditions:

(a) such organizations are formed and operated exclusively for charitable, educational or scientific purposes within the meaning of section 501(c)(3) of the Code;

(b) transfers of property to such organizations must, to the extent then permitted under the laws of the United States, be exempt from federal gift, succession, inheritance, estate, or death taxes (by whatever name called);

(c) such organizations must be exempt from federal income taxes by reason of section 501(c)(3) of the Code; and

(d) contributions to such organizations must be deductible under sections 170, 2055 and 2522 of the Code.

**ARTICLE IX****RESTRICTIONS REQUIRED BY THE CODE**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 set forth in Article V hereof.

B. No 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 candidate for public office or engage in political activities of any kind.

**ARTICLE X****REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is W. Edward McLeod, P.A., 284 Park Avenue North, Winter Park, Florida 32789; and the name of its registered agent at such office is W. Edward McLeod, P.A.

**ARTICLE XI****INCORPORATOR**

The name and address of the incorporator is Jeanette C. Linders, 200 W. Welbourne Ave, Suite 7, Winter Park, FL 32789.

**ARTICLE XII****INDEMNIFICATION**

The Corporation shall, except as provided in or limited by the Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,



and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the Act, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.

IN WITNESS WHEREOF, the Corporation has caused the execution of these Amended and Restated Articles of Incorporation of Women For Women Foundation, Incorporated on August 19, 2005.

Women For Women Foundation, Incorporated

By: 

Name: Jeannette C. Linders

Title: President