

NO400000071096

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300039173223

07/19/04--01019--001 **70.00

2004 JUL 19 PM 2:54
TALLAHASSEE FLORIDA

js 7/20/04

FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER
MEMBER FLORIDA AND CALIFORNIA BARS

2004 JUL 19 PM 2:54

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 16, 2004

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: ARTICLES OF INCORPORATION OF GFWC COUNTY WOMAN FOR
EDUCATION, INC.
A FLORIDA NONPROFIT CORPORATION**

Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation as referenced above together with a check for the \$70.00 filing fee. Please return a stamped copy showing receipt of same in the enclosed self-addressed, stamped envelope.

Sincerely yours,



Barry J. Fuller

BJF:tbw
Enclosures

FILED
2004 JUL 19 PM 2:54
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
GFWC CLAY COUNTY WOMEN FOR EDUCATION, INC.
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE
NAME**

The name of the Corporation is **GFWC CLAY COUNTY WOMEN FOR EDUCATION, INC.**

**ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 1000 St. Johns Avenue, Green Cove Springs, Clay County, Florida 32043, and the mailing address of the Corporation is 1000 St. Johns Avenue, Green Cove Springs, Clay County, Florida 32043.

**ARTICLE THREE
DURATION**

The term of existence of the Corporation is perpetual; and the Corporate existence will commence on the filing of these Article by the Department of State.

**ARTICLE FOUR
PURPOSE**

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a Non-Profit Corporation. The purpose of this Corporation is to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under the laws of this State. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section

501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the purpose of this Corporation shall include but shall not be limited to the performance of educational and charitable endeavors and participation in the General Federation of Women's Clubs and in the Florida Federation of Women's Clubs. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or 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 Law).

ARTICLE FIVE SCOPE OF POWER

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth

in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE SIX PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation.

6.1. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

6.2. No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the

Internal Revenue Code of 1986, as amended.

6.3. The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

6.4. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

6.5. No part of the income of the Corporation shall enure to the benefit of any shareholder, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets.

6.6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

6.6.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

6.6.2. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

6.6.3. Make any investments in such manner as to subject the

Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended;
or

6.6.4. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

6.7. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SEVEN DISSOLUTION

Upon termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

**ARTICLE EIGHT
OFFICERS and DIRECTORS**

8.1. **DIRECTORS.** The number of Directors shall be set, and may be increased or diminished, from time to time, by the By-Laws, but in no event shall the number of Directors be reduced below three (3). The method of election of the Directors of the Corporation, and their removal from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the By-Laws of the Corporation. The names and addresses of the first Board of Directors, who shall serve until their successors are elected and assume office, are:

Clara Freeman
1000 St. Johns Avenue
Green Cove Springs, FL 32043

Colleen Clear
1515 Linkside Drive
Orange Park, FL 32003

Dorothy Heintzinger
1972 Greenapple Court
Orange Park, FL 32073

Patti Maidel
1815 Wood Fern Court
Orange Park, FL 32003

8.2. **OFFICERS.** The corporation shall have a president, vice-president, secretary and treasurer, and such other officers as are set forth in the By-Laws. The method of election of the Officers of the Corporation, and their removal from office, their qualifications, powers, duties, compensation, and tenure of office, and the manner of filling vacancies in an office, shall be as stated in the By-Laws of the Corporation. The names and addresses of the first Officers, who shall serve until their successors are elected and assume office, are:

President: Clara Freeman
1000 St. Johns Avenue
Green Cove Springs, FL 32043

Vice-President: Colleen Clear
1515 Linkside Drive
Orange Park, FL 32003

Secretary: Dorothy Heintzinger
1972 Greenapple Court
Orange Park, FL 32073

Treasurer: Patti Maidel
1815 Wood Fern Court
Orange Park, FL 32003

ARTICLE NINE MEMBERSHIP

The Corporation shall have the qualifications and rights of the Members, any quorum and voting requirements for meetings and activities of the Members, and notice requirements sufficient to provide notice of meetings and activities of the Members are set forth in the By-Laws.

ARTICLE TEN REGISTERED OFFICE AND AGENT

The street address and the mailing address of the initial registered office of the Corporation shall be 1815 Wood Fern Court, Orange Park, Florida 32003. The initial registered agent of the Corporation at that address shall be **PATTI MAIDEL**.

ARTICLE ELEVEN INITIAL INCORPORATOR

The name and residence address of the initial Incorporator is **PATTI MAIDEL**, 1815 Wood Fern Court, Orange Park, Florida 32003.

**ARTICLE TWELVE
AMENDMENTS**

These articles of incorporation may be amended only by the approval of a majority of the Board of Directors and the affirmative vote or written consents of not less than 66 2/3 percent of the Members of the corporation at any duly called regular or special meeting of the Members. A copy of such proposed amendment shall be mailed or delivered to each Member in the manner set forth in the By-laws of the Corporation no less than fifteen (15) days prior to such meeting.

**ARTICLE THIRTEEN
INDEMNIFICATION**

The Corporation shall indemnify and defend its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 12 day of July, 2004.


PATTI MAIDEL

**STATE OF FLORIDA
COUNTY OF CLAY**

BEFORE ME, the undersigned authority, personally appeared PATTI MAIDEL, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12

day of July, 2004, in the County and State aforesaid.



BARRY J. FULLER
Notary Public, State of Florida
My comm. expires July 11, 2005
Comm. No. DD 017044

F
NOTARY PUBLIC
State of Florida at large



FULLER
Notary Public, State of Florida
My comm. expires July 11, 2005
Comm. No. DD 017044

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
GFWC CLAY COUNTY WOMEN FOR EDUCATION, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon **GFWC CLAY COUNTY WOMEN FOR EDUCATION, INC.**, a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 1815 Wood Fern Court, Orange Park, Florida 32003.

IN WITNESS WHEREOF, I, PATTI MAIDEL, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 12 day of July, 2004.

Patti Maidel
PATTI MAIDEL

2004 JUL 19 PM 2:54
CLAY COUNTY
TALLAHASSEE FLORIDA