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Division of Corporations

EDWARDS & ANGELL

NO. 544

Page 1 of 1

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

The International Guild of Wire Jewelry Artists, Inc

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
THE INTERNATIONAL GUILD OF WIRE JEWELRY ARTISTS, INC.**

The undersigned acting as incorporator of a corporation under Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation:

**Article I:**

The name of the corporation is **THE INTERNATIONAL GUILD OF WIRE JEWELRY ARTISTS, INC.** The period of its duration is perpetual.

**Article II:**

The principal office and mailing address of the corporation shall initially be 8541 Sunset Drive, Palm Beach Gardens, Florida 33410.

**Article III:**

The corporation is organized and shall be operated exclusively for the purposes of promoting wire jewelry as an art form, including building credibility and prestige for this art form, setting professional standards for quality of workmanship of wire art jewelry, education of wire jewelry artists, and the improvement of business conditions in the line of business relating to wire art jewelry, and related purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code. Such purposes shall include but shall not be limited to cross-marketing and business development.

**Article IV:**

Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least five (5) and no more than seven (7) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

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**H04000179590 3**

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors.

(g) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for similar purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

(h) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

#### **Article V:**

The street address of the initial registered office of the corporation is 8541 Sunset Drive, Palm Beach Gardens, FL 33410, and the name of its initial registered agent at such address is Susan L. Priess.

#### **Article VI:**

The names, addresses, and the expiration of the terms of the persons who are to serve as the initial directors, until the second annual election of directors pursuant to the by-laws of the corporation are:

Marion Bleily  
23770 Stateline Rd.  
Parma, ID 83660  
March 2006

Cindi Picou  
2315 Briarcliff Dr  
Beaumont, TX 77706  
March 2006

Elaine Yamada  
6560 Longridge Way  
Sacramento, CA 95831.  
March 2006

Sue Espy  
3527 Liberty Way  
Antioch, CA 94509  
March 2008

Susan L. Priess  
8541 Sunset Drive  
Palm Beach Gardens, FL 33410  
March 2008

**H04000179590 3**

SEP. 1. 2004 3:25PM

EDWARDS&ANGEL

NO. 544 P. 4

**H04000179590 3**

Rena Klingenberg  
739 Harriett Dr.  
Florence, SC 29501  
March 2007

Donna Rainey  
105 Hidden Creek Drive  
March 2007

**Article VII:**

The name and addresses of the incorporator to these Articles of Incorporation is:

Susan L. Priess  
8541 Sunset Drive  
Palm Beach Gardens, FL 33410.

IN WITNESS WHEREOF, the undersigned has set his or her hand and seal on this 1st day of September, 2004.

  
\_\_\_\_\_  
Susan L. Priess, Incorporator

**H04000179590 3**

SEP. 1. 2004 3:25PM

EDWARDS&ANGEL

NO. 544 P. 5

H04000179590 3

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

The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

THE INTERNATIONAL GUILD OF WIRE JEWELRY ARTISTS, INC., desiring to  
organize under the laws of the State of Florida with its registered office, as indicated in the  
Articles of Incorporation, in the City of Palm Beach Gardens, County of Palm Beach, State of  
Florida, has named Susan L. Priess, whose address is: 8541 Sunset Drive, Palm Beach Gardens,  
FL 33410, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and  
agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.  
Accepted this 1st day of September, 2004.

REGISTERED AGENT

*Susan L. Priess*  
Susan L. Priess

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H04000179590 3