

N04000010325

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.

(((H04000218798 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)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 634-3694

Fax Number : (305) 633-9696

FLORIDA NON-PROFIT CORPORATION

fellowship of women in ministry, inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

P.01/07

NOV-02-2004 15:21

11/3/04

FILED

H04000218798 04 NOV -2 AM 10:43

CLERK OF STATE
TALLAHASSEE, FLORIDA

7

**ARTICLES OF INCORPORATION
OF
Fellowship Of Women In Ministry, Inc.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is Fellowship Of Women In Ministry, Inc. (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Prepared by: Ingrid M. Bachelor, CPA
License No. AC-0032360
10235 W. Sample Road, Suite 205
Coral Springs, Florida 33065
(954) 752-2758

H04 000218798

Section 4.2. *The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a 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 herein 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)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.*

Section 4.3. *No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.*

Section 4.4 *No substantial 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.*

Section 4.5. *The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.*

Section 4.6. *The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.*

Section 4.7. *The Corporation shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.*

Section 4.8. *The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.*

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative

vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

Yvette Brinson	2800 West Prospect Road Ft. Lauderdale, Florida 33309
Edward Brinson	2800 West Prospect Road Ft. Lauderdale, Florida 33309
LaShaun Brooks	2465 NW 33 rd Street Apt 1508 Ft. Lauderdale, Florida 33309
Sheila May	2800 NW 56 th Avenue G 305 Lauderhill, Florida 33313
Stacey Brown	7960 NW 54 th Street Lauderhill, Florida 33351

ARTICLE VII **ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

2800 West Prospect Road
Ft. Lauderdale, Florida 33309

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. *The registered agent and registered office of the Corporation shall be:*

<u>Name</u>	<u>Address</u>
Yvette Brinson	2800 West Prospect Road Ft. Lauderdale, Florida 33309

ARTICLE IX
AMENDMENT

Section 9.1. *These Articles of Incorporation may be amended in the manner and with the vote provided by law.*

ARTICLE X
BYLAWS

Section 10.1. *The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.*


ARTICLE XI
INCORPORATOR

Section 11.1. *The name and address of the incorporator of this Corporation are as follows:*

<u>Name</u>	<u>Address</u>
Yvette Brinson	2800 West Prospect Road Ft. Lauderdale, Florida 33309

IN WITNESS WHEREOF, *the undersigned incorporator has executed these Articles of Incorporation this 2nd day of November, 2004*

INCORPORATOR:



Yvette Brinson

H04000218798

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

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Fellowship Of Women In Ministry, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 2800 West Prospect Road, Ft. Lauderdale, Florida 33309 in the City of Ft Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

REGISTERED AGENT:

Date: 11/08/04

Yvette Brinson
Yvette Brinson

FILED
04 NOV -2 AM 10:43
ALLAPOSTOLICA, FLORIDA

H04000218798