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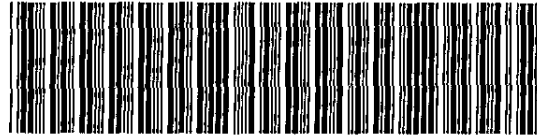
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Timothy J. Warfel

Requestor's Name

2015 Centre Pointe Boulevard

Suite 105 Address

Tallahassee, FL 32308 ' 942-1919

City/State/Zip

Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Capital City Women's Club  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION OF  
CAPTIAL CITY WOMAN'S CLUB, INC.**

**A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I.**

Name

The name of this corporation is Capital City Woman's Club, Inc.

**ARTICLE II.**

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation 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 exclusively public purposes.

**ARTICLE III.**

Purposes

The primary purpose for which this corporation is organized is to work with the General Federation of Woman's Clubs, Florida Federation of Woman's Clubs and the Community to provide financial support and direct service for the benefit of the community. The corporation may undertake any action necessary to further this general purpose.

The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of

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the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

#### **ARTICLE IV.**

##### **Dedication of Assets**

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or activities not permitted to be carried on (a) 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 Code), or (b) 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 Code).

## ARTICLE V.

### Membership

Each member of the Board of Directors shall be a voting member of the Corporation. Any individual or business, paying dues and fees as provided in the bylaws, and agreeing to be bound by the articles and the bylaws, and by such rules and regulations as the Board of Directors may from time to time adopt, are eligible for membership in the corporation. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership.

## ARTICLE VI.

### Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent

The street address of the principal office of the corporation is 4098 Blindbrook Court, City of Tallahassee, County of Leon, State of Florida, 32303.

The street address of the initial registered office of the corporation is 4098 Blindbrook Court, City of Tallahassee, County of Leon, State of Florida, 32303.

The name of the initial registered agent at such address is Kim Clayton.

## ARTICLE VII.

### Initial Directors

There shall be five (5) directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is as follows:

Teresa Morris	3676 Loma Farm Rd 32309
Pat Thomas	3213 Whitney Dr West 32309
Susan Tatum	1316 Woodgate Way 32308

Brunetta Pfaender  
Kim Clayton

6175 Verdura Way 32311  
4098 Blindbrook Court 32303

#### ARTICLE VIII.

##### Incorporator

The name and address of the incorporator of this corporation is Teresa Morris, 3676 Loma Farm Road, Tallahassee, Florida, 32309.

#### ARTICLE IX.

##### Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or

officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation

elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

## **ARTICLE X.**

### **Management of Corporate Affairs**

(a) **Board of Directors:** The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five (5); provided, however, that such number may be changed by the addition of directors by unanimous action of the directors. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the members. Each director shall serve until his successor is named by the board of directors.



(b) Corporate Officers: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

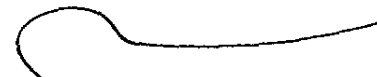
The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on January 10<sup>th</sup>, 2005.

  
TERESA MORRIS

STATE OF FLORIDA  
COUNTY OF LEON

**I HEREBY CERTIFY** that on this day personally appeared before me, the undersigned authority, Teresa Morris, to me personally known or who has produced a Florida drivers license as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal on this 10<sup>th</sup> day of January, 2005.

  
NOTARY PUBLIC  
Printed Name: Peggy J. Gainey  
My commission expires:




PEGGY J. GAINES  
MY COMMISSION # DD 181847  
EXPIRES: April 14, 2007  
Bonded Thru Budget Notary Services


**CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

Capital City Woman's Club, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Kim Clayton, 4098 Blindbrook Court, Tallahassee, Florida, 32303, as its initial Registered Agent and Office.

By:   
TERESA MORRIS  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

  
KIM CLAYTON

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