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TALLAHASSEE, FLORIDA

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**Women of Wisdom and Power, Inc.**  
**269 N.W. 7<sup>th</sup> Street, Apt. #122**  
**Miami, Florida 33166**

March 30, 2005

Florida Department of State  
Division of Corporations  
ATTN: New Filings Division  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Women of Wisdom and Power, Inc.**

Dear Representative(s):

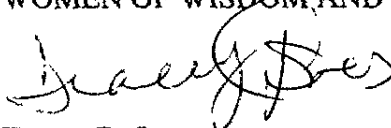
Enclosed, please find the original Articles of Incorporation for Women of Wisdom and Power, Inc, a newly formed Florida Corporation, along with a check for \$ 78.75 for the following:

\$	35.00 Filing Fee
	35.00 Designation of Registered Agent
	<u>8.75 Certificate of Status</u>
\$	78.75 TOTAL ENCLOSED

Please process expeditiously. For additional information, please feel free to contact me at (305) 788-9754.

Thanks in advance for your assistance.

Very truly yours,  
WOMEN OF WISDOM AND POWER, INC.

  
Tracey D. Jones  
President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WOMEN OF WISDOM AND POWER, INC.**  
**(A Corporation Not For Profit formed under the Florida General Corporation Act)**

**ARTICLE I – NAME**

The name of this Corporation is Women of Wisdom and Power, Inc. The mailing address is 269 N.W. 7<sup>th</sup> Street, Apt. #122, Miami, FL 33136.

**ARTICLE II – DURATION**

The term of existence of this corporation is perpetual unless dissolved according to law. The corporate existence shall commence at the time of filing with the Secretary of State, State of Florida.

**ARTICLE III – PURPOSE**

The corporation may transact any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida. The specific purpose(s) for which the corporation is organized are women's therapy, women's discussions, empowerment and education of women.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code (IRC), or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal tax income under section 501 (c) (3) of the Internal Revenue Code (IRC), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code (IRC), or corresponding of any federal tax code.

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#### **ARTICLE IV-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office is: 269 N.W. 7<sup>th</sup> Street, Apt. #122, Miami, FL 33136. The name of the initial Registered Agent of this corporation is Tracey D. Jones.

#### **ARTICLE V-PRINCIPAL OFFICE**

The street address of the Principle Office is: 269 N.W. 7<sup>th</sup> Street, Apt. #122, Miami, FL 33136.

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

The Corporation shall never have less than three (3) Directors. The business affairs of this Corporation shall be managed by a minimum of three officers/directors, each of whom shall be of full age, and all of whom shall be citizens of the United States. The directors shall be replaced or elected for a new term at the annual election of officers of the corporation. The officer/directors shall have full power and authority to make and enforce the By-laws of the Corporation, and to propose, adopt, alter, amend, or rescind same at the regular business meeting or at the annual business meeting. The limitation upon the authority of the directors and officers of this corporation shall be of such that there shall be no change in the By-laws of the corporations, save and except by a majority vote cast at the regular business meeting or at the annual business meeting, for the purpose of amending, changing, adopting, or rescinding the By-laws or Articles of Incorporation.

The initial Board of Directors are as follows:

Tracey D. Jones, 269 N.W. 7<sup>th</sup> Street, Apt. #122, Miami, FL 33136  
President

Marianne Allen, 12701 Mustang Trail, Southwest Ranches, FL 33330  
Vice-President

Ms. Johnna, 3300 N. State Road 7, Box F-483, Hollywood, FL 33021  
Secretary

Brenda A. Fennell, 5331 Broken Pine Circle, Orlando, FL 32818  
Treasurer

Gina Torres, 11951 N.W. 18<sup>th</sup> Court, Ft. Lauderdale, FL 33332  
Director

## **ARTICLE VII – INCORPORATION**

The name and address of the person signing these Articles is:

Tracey D. Jones  
269 N.W. 7<sup>th</sup> Street, Apt # 122  
Miami, Florida 33166

## **ARTICLES VIII- ACTIVITIES**

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code (IRC).

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

## **ARTICLES IX-AMENDMENT**

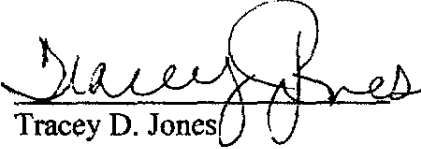
This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation and amendment thereof, and any right conferred upon the members herein to this reservation.

## **ARTICLE X – DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for on or more exempt purposes with the moaning of section 501 ©(3) Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located exclusively for such purposes or to such organization or organizations, a said shall determine which are organized and operated exclusively for such purposes.

The undersigned subscriber has executed these Articles of Incorporation this 30th day of March, 2005.

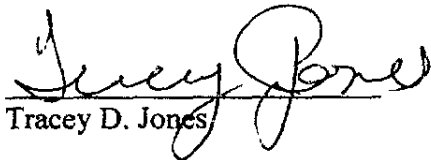
**INCORPORATOR**

  
Tracey D. Jones

March 30, 2005

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Women of Wisdom and Power, Inc., the place designated in the Articles of Incorporation, I, Tracey D. Jones, hereby accepts the duties and responsibilities as registered agent for said corporation:

  
Tracey D. Jones

March 30, 2005

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CLERK OF STATE  
TALLAHASSEE, FLORIDA