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FLORIDA NON-PROFIT CORPORATION

Woman of Integrity Support Center of Jacksonville FL

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ARTICLES OF INCORPORATION
OF
WOMAN OF INTEGRITY SUPPORT CENTER OF JACKSONVILLE FL, INC.
(A Corporation Not For Profit)

ARTICLE I
CORPORATE NAME

The name of this not for profit corporation is Woman of Integrity Support Center of Jacksonville FL, Inc. (the "Corporation").

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III
PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 425 Jerome Street, Brooklyn, New York 11207.

ARTICLE IV
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of members of the initial Board of Directors shall be three (3). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner in which the Directors are to be elected or appointed and hold office shall be stated in the Corporation's Bylaws.

The names of the initial directors are as follows:

Wanda Jones
Darlene McClain
Rhonda James

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ARTICLE V GENERAL AND SPECIFIC PURPOSES

The charitable purposes of the Corporation are:

(a) To provide services designed to improve the basic life skills of economically disadvantaged women residing in Jacksonville, Florida. These services may include, without limitation, providing workshops regarding living skills, financial management, job training, personal hygiene, meal preparation, cleaning, parenting and general education and holding periodic meetings with the recipients of such services in order to set goals and locate community resources available to them.

(b) To work with local organizations that specialize in affordable housing programs in an effort to help homeless or otherwise economically disadvantaged women gain transitional and permanent housing. In addition, the Corporation itself may provide transitional housing to recipients of the Corporation's services during the period in which such persons are receiving skills training.

(c) To engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act but not for pecuniary profit, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state regulatory or governmental body without such consent or approval first being obtained.

ARTICLE VI INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation 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 Article V hereof.

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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

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ARTICLE VII REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202, and the name of its registered agent at said address shall be Pamela Phillips.

ARTICLE VIII OFFICERS

The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

ARTICLE IX INCORPORATORS

The name and address of the Incorporator is Christian E. Blalock, Esq., 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202.

ARTICLE X STOCK

The Corporation shall be organized on a nonstock basis.

ARTICLE XI MEMBERSHIP

Unless otherwise adopted and approved by a majority vote of the Directors of the Corporation, the Corporation shall not have members.

ARTICLE XII BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE XIII DISSOLUTION OF THE CORPORATION

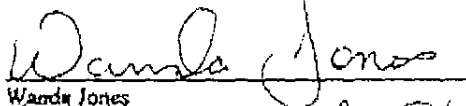
Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the

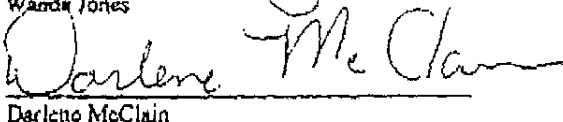
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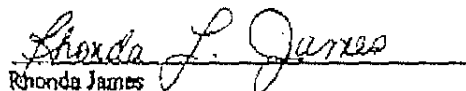
corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which 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.

IN WITNESS WHEREOF, the undersigned being all of the current directors of the Corporation, have executed these Articles of Incorporation this 14 day of October, 2005.


Wanda Jones


Darlene McClain


Rhonda James

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

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

That Woman of Integrity Support Center of Jacksonville FL, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 425 Jerome Street, Brooklyn, New York 11207, has named Pamela Phillips, Esq., 50 N. Laura St., Suite 2800, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

Woman of Integrity Support Center of Jacksonville
FL, Inc.

By: Wanda Jones
Name: Wanda Jones
Title: Executive Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Pamela Phillips, Esq. hereby agrees to act in this capacity, and Pamela Phillips, Esq. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.

P. Phillips
Pamela Phillips, Esq.

Date: 10/14/05

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