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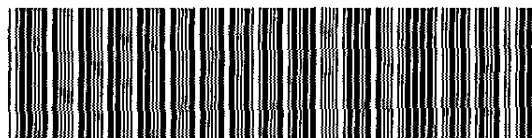
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# TOOLS FOR CHANGE

A Solid Foundation for Successful Minority-Owned Businesses

January 8, 2006

Board of Directors

Reginald J. Clyne, Esq.  
Chairperson/President

Hosea Butler, Jr.  
Secretary

Verbert Anderson  
Treasurer

Nick Decius

Gerald Grant, Jr.

Honorable Carrie P. Meek  
(Retired)

Garth Reeves

Rev. Gaston Smith

Dorthea Stewart

Elaine Black  
Executive Director

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the corrected Articles of Incorporation for the following:

NAME	CK or MO #
Women Taking A Stand For Jesus Organization, Inc.	MO# 495591653

Please file both the Articles and certificates for the Designation for the corporation and return a certified copy of each document to the following address:

William Young  
Tools for Change  
Black Economic Development Coalition, Inc.  
6015 NW 7<sup>th</sup> Ave.  
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,

William Young  
Tools For Change

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CLERK OF THE DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WOMEN TAKING A STAND FOR JESUS ORGANIZATION., INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be Women Taking A Stand For Jesus Organization., Inc. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is  
**2553 York Street; #3; Miami, Florida 33054.**

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 Law), or (ii) 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 Law).

#### **ARTICLE V: RESTRICTIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### **ARTICLE VI: MEMBERSHIP**

The corporation shall be non-membership.

#### **ARTICLE VII: REGISTERED OFFICE AND AGENT**

The Corporation's registered office shall be located at **2553 York Street; #3; Miami, Florida 33054**, and **Verna Williams** is the registered agent of the Corporation at that address.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The Board of Directors shall consist of **FOUR (4)** persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The initial Board of Directors shall consist of the following:

Verna Williams President 2553 York Street; #3 Miami, Florida 33054	Chanadya Babwah Vice President 2553 York Street; #3 Miami, Florida 33054
Bessie McCall Secretary 2553 York Street; #3 Miami, Florida 33054	Catherine King Treasurer 2553 York Street; #3 Miami, Florida 33054

#### **ARTICLE IX: OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and

such other officers as may be provided by the bylaws.

#### **ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### **ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE XII: INCORPORATOR**

The incorporator of the Corporation is as follows:


**Verna Williams**

**2553 York Street; #3**

**Miami, Florida 33054**

IN WITNESS WHEREOF, I, **Verna Williams**, the undersigned incorporator to these

Articles of Incorporation, have affixed my signature thereto on January 5, 2006.

  
**Verna Williams**

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First—That **Women Taking A Stand For Jesus Organization., Inc.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of **Miami**; County of **DADE**, State of Florida, has named **Verna Williams**, at **2553 York Street; #3**, in the City of **Miami**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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 Act relative to keeping open said office.

SIGNED: \_\_\_\_\_

**Verna Williams**

DATED: \_\_\_\_\_

January 6, 2006

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CLERK OF STATE  
TALLAHASSEE, FLORIDA