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*** ORIGINAL ***

TRANSMITTAL COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: UNIVERSITY WOMEN OF FLAGLER, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

ADDITIONAL COPY REQUIRED

☒ \$78.75
Filing Fee &
Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy &
Certificate

FROM: JANE MEALY
(Printed Name)

315 LAMBERT AVENUE
(Address)

FLAGLER BEACH, FL 32136
(City, State, & Zip)

(386) 439-4811
(Daytime Telephone Number)

Note: Please Provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
UNIVERSITY WOMEN OF FLAGLER, INC.
(Nonprofit Corporation)**

06 MAR 23 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporators form a non-profit corporation exclusively for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes.

ARTICLE I – NAME

The name of this corporation is University Women of Flagler, Inc.

ARTICLE II – PRINCIPAL OFFICE

The initial principal office and mailing address of this Corporation shall be:

315 Lambert Avenue
Flagler Beach, FL 32136

ARTICLE III – PURPOSE

The purpose of this organization shall be to unite graduates of regionally accredited educational institutions in order to promote equity, education, intellectual growth, individual worth, and development of opportunities for women and girls in the Flagler County area. The organization shall:

- a.) promote positive societal change in the community;
- b.) participate in the development and promotion of policies and programs through study, action, and public policy advocacy in areas related to its purpose including community, cultural interests, and the maintenance of high standards in education; and
- c.) maintain a fund for the purpose of rendering assistance, giving support, and providing funds for litigation to Flagler County area women whose civil liberties are threatened, infringed, or violated.

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

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE IIIS 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV – BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by its Board of Directors. This non-profit corporation shall conduct an organizational meeting at which the initial Board of Directors are elected or appointed by the incorporator and thereafter said Board of Directors shall be elected at an annual meeting of the members of this Corporation. The Bylaws of the Corporation shall provide the method of election of directors and the manner in which vacancies shall be filled. The number of directors shall be prescribed by the bylaws from time to time but in no event shall be less than three.

ARTICLE V – OFFICERS

The officers of the Corporation shall be a President, President-Elect, Program Vice President, Membership Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, and Past President, each of whom shall be elected by the membership. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the President with the approval of the Executive Committee as set forth in the bylaws.

The names and addresses of the initial officers and directors of this Corporation are:

Director and President:	Jane Mealy 315 Lambert Avenue Flagler Beach, FL 32136
Director and Program Vice President:	Janice Nickol 36 Forge Lane Palm Coast, FL 32137
Director and Program Vice President:	Oradel Trayer 9 Crow Court Palm Coast, FL 32137

Director and Membership Vice President: Mikki Weaver
71 Boston Lane
Palm Coast, FL 32137

Director and Recording Secretary: Louel Larkin
126 Colechester Lane
Palm Coast, FL 32137

Director and Corresponding Secretary: Suzanne Timko
48 Colechester Lane
Palm Coast, FL 32137

Director and Treasurer: Sondra Bengston
24 Biscay Lane
Palm Coast, FL 32137

Director and Assistant Treasurer: Diane Parisi
103 Captains Walk
Palm Coast, FL 32137

ARTICLE VI – MEMBERS

The membership of this Corporation shall be limited to those who have a genuine interest in the attainment of the purposes set forth in ARTICLE III, above. Members of this Corporation shall be those persons who meet the criteria set forth in the Bylaws.

ARTICLE VII – BYLAWS

The Board of Directors of this Corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as may be deemed necessary.

Upon proper notice, the Bylaws may be amended by a two-thirds vote of those present and voting at any regular meeting of the organization, provided the notice of the proposed amendments shall have been given at the previous regular meeting or in writing to every member at least two weeks in advance of the meeting.

ARTICLE VIII – AMENDMENTS

These Articles of Incorporations may be amended by a special meeting of the membership called for that purpose, by an affirmative vote of at least two-thirds (2/3) of those members present, unless a larger percentage shall be required by law. At least two-

thirds (2/3) of the Directors of the Corporation must be present at any such special meeting before any amendment to these Articles may be made.

Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit amendments.

ARTICLE IX – INTENTION

It is the intention of the Corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes as same may from time to time be amended. Accordingly,

- 1.) The Corporation is not to have authority to issue Capital Stock.
- 2.) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual, nor shall any of the net earnings, nor any of the property or assets of the Corporation be used other than for the purpose set forth in ARTICLE III hereof.
- 3.) In the event of a liquidation, dissolution, termination, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, all of the property or assets of the Corporation remaining after discharge of valid obligations, including cost and expenses of dissolution, shall be distributed among organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c) of the Internal Revenue Code, for a public purpose, and none of the assets shall be distributed to any member, officer, or director of this Corporation.

ARTICLE X – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

Deanna R. Knight
4721 E Moody Blvd
Bldg 5, Suites 505 & 506
Bunnell, FL 32110

ARTICLE XI – INDEMNITY

The Corporation shall indemnify its Directors, Officers, and Employees as follows:

- 1.) Every Director, Officer, or Employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which

she may be made a party, or in which she may become involved, by reason of being or having been a Director, Officer, Employee, or Agent of the Corporation or is/or was serving at the request of the Corporation as Director, Officer, Employee, or Agent of the Corporation, Partnership, Joint Venture, Trust, or Enterprise, or any settlement thereof, whether or not he/she is a Director, Officer, Employee, or Agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, or Employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

- 2.) The Corporation shall provide to any person who is or was a Director, Officer, Employee, or Agent of the Corporation or is/or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of the Corporation, Partnership, Joint Venture, Trust, or Enterprise, the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.
- 3.) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this ARTICLE.

ARTICLE XII – INITIAL REGISTERED AGENT AND STREET ADDRESS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
06 MAR 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the state of Florida.

1. The Name of the Corporation is:
University Women of Flagler, Inc.
315 Lambert Avenue
Flagler Beach, FL 32136

2. The Name and Address of the Registered Agent and Office is:
DEANNA R. KNIGHT
(Name)

4721 E. MOODY BLVD., BLDG. 5, SUITES 505 & 506
(P. O. BOX OR MAIL DROP BOX NOT ACCEPTABLE)

BUNNELL, FL 32110
(CITY, STATE, ZIP)

Having been named as Registered Agent and to accept service of process for the above state Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in the capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Deanna R Knight
(Signature)

02/20/06
(Date)

ARTICLE XIII – INCORPORATOR(S)

The name and address of the incorporator of these ARTICLES is:

Jane Mealy
315 Lambert Avenue
Flagler Beach, FL 32136

Janice Nickol
36 Forge Lane
Palm Coast, FL 32137

Oradel Trayer
9 Crow Court
Palm Coast, FL 32137

Mikki Weaver
71 Boston Lane
Palm Coast, FL 32137

Louel Larkin
126 Colechester Lane
Palm Coast, FL 32137

Suzanne Timko
48 Colechester Lane
Palm Coast, FL 32137

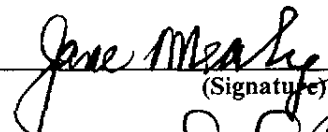
Sondra Bengston
24 Biscay Lane
Palm Coast, FL 32137

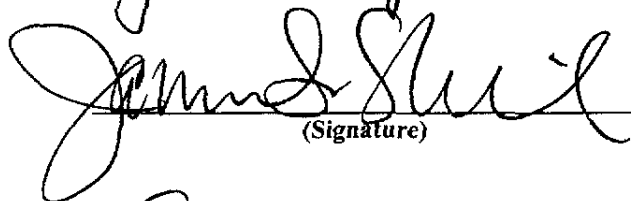
Diane Parisi
103 Captains Walk
Palm Coast, FL 32137

ARTICLE XIV – EFFECTIVE DATE

The effective date of this Corporation shall be July 1, 2006.

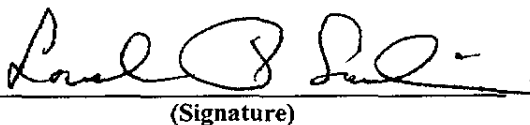
The undersigned incorporator(s) has(have) executed these Articles of Incorporation
this _____ day of _____, 2006.

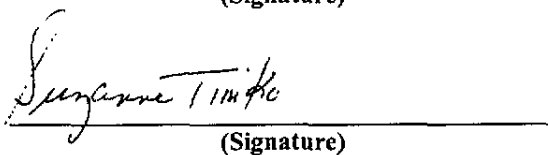

(Signature)



(Signature)


(Signature)


(Signature)


(Signature)


(Signature)


(Signature)


(Signature)

Notarization is not required.