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TALLAHASSEE, FLORIDA

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WCC

**RISH, GIBSON, SCHOLZ & GROOM, P.A.**

**ATTORNEYS AT LAW**

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**MAIL TO:  
POST OFFICE BOX 39  
PORT ST. JOE, FLORIDA 32457**

March 19, 2007

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32399

Re: Wewahitchka Woman's Club, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the Wewahitchka Woman's Club, Inc., a non-profit corporation. Also enclosed is our check in the amount of \$78.75. Please provide me with a certified copy of the Articles once filed.

If you have any questions, please give me a call.

Sincerely,



Paul W. Groom II

PWGII/pwr

Enclosures: as stated

**ARTICLES OF INCORPORATION**  
**OF**  
**WEWAHITCHKA WOMAN'S CLUB, INC.,**  
**A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the Corporation is: Wewahitchka Woman's Club, Inc.

**ARTICLE 2. ADDRESS**

The initial principal office of the Corporation shall be:

631 Chipola Avenue  
Wewahitchka, Florida 32465

The mailing address of the Corporation shall be:

631 Chipola Avenue  
Wewahitchka, Florida 32465

The principal office or mailing address may be changed to another place in Florida as designated from time to time by the Board of Directors.

**ARTICLE 3. TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE 4. PURPOSES AND POWERS**

The Corporation is organized, and shall be operated for, the following purposes:

A. The primary purpose of the Corporation shall be to provide support for community based programs that benefit the citizens of Wewahitchka, Florida, and the surrounding area.

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B. The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes, and shall not operate for pecuniary profit.

C. The Corporation shall operate exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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.

E. Notwithstanding any other provision of these articles, 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 Internal Revenue Code (or 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 corresponding section of any future Federal tax code.)

F. Except as otherwise limited herein, the Corporation shall be entitled to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

G. The Corporation may do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **ARTICLE 5. MEMBERS**

The Corporation shall have Members who shall be admitted and removed from the membership of the Corporation in the manner provided in the Bylaws and who shall have

all the rights and privileges of members of the Corporation.

#### **ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 125 N. Highway 71, Wewahitchka, Florida, 32465, and the name of its initial Registered Agent at that address is Paul W. Groom II.

#### **ARTICLE 7. INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is eight (8). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and street address of each initial Director of the Corporation is as follows:

|    | <u>Name</u>         | <u>Address</u>   |
|----|---------------------|--|
| 1. | Sharon Gaskin       | 236 Old Panama City Highway<br>Wewahitchka, FL 32465               |
| 2. | Rosa Feltrop        | 631 Chipola Avenue<br>Wewahitchka, FL 32465                        |
| 3. | Rae Ellen Floyd     | P. O. Box 1404<br>Wewahitchka, FL 32465                            |
| 4. | Shawn Pitts         | 3350 SW Kelly Capps Road<br>Kinard, FL 32449                       |
| 5. | Caroline Villasenor | Box 144 Five Acre Farms<br>620 Myers Road<br>Wewahitchka, FL 32465 |
| 6. | Carol Vlahos        | 260 Bird Avenue<br>Wewahitchka, FL 32465                           |
| 7. | Jackie Huft         | 235 Chipola Avenue<br>Wewahitchka, FL 32465                        |

8. E. J. Keller

377 West Lakeview Drive  
Wewahitchka, FL 32465

### **ARTICLE 8. OFFICERS**

The Officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

### **ARTICLE 9. INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:  
Sharon Gaskin, 236 Old Panama City Highway, Wewahitchka, Florida 32465.

### **ARTICLE 10. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

### **ARTICLE 11. BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded in the manner set forth in the Bylaws.

### **ARTICLE 12. AMENDMENT**

These Articles may be amended upon the approval of two-thirds (2/3) of the members of the Corporation present and voting at a meeting of the membership of the Corporation called for that purpose, provided that prior notice as described in the Bylaws has been given to all members of the nature of the proposed amendment.

### **ARTICLE 13. NON-STOCK BASIS**


The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an

ownership or proprietary interest in the Corporation.

#### ARTICLE 14. DISSOLUTION

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, 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 a public purpose.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24<sup>th</sup> day of January, 2007.

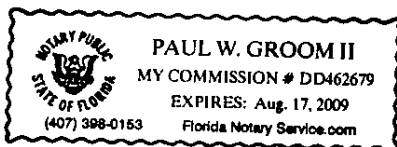
  
SHARON GASKIN

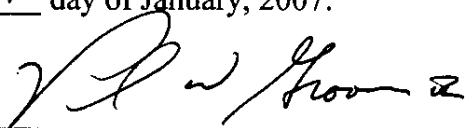
STATE OF FLORIDA

COUNTY OF GULF

BEFORE ME personally appeared SHARON GASKIN, to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of January, 2007.



  
Notary Public, State of Florida  
My commission expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

**THE UNDERSIGNED HEREBY** accepts the appointment as Registered Agent of  
Wewahitchka Woman's Club, Inc., which is contained in the foregoing Articles of  
Incorporation.

DATED this 24<sup>th</sup> day of January, 2007.



Paul W. Groom II, Registered Agent

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