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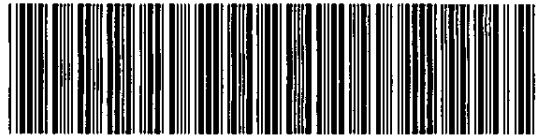
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 JUL -2 AM 10:56

FILED

Amended +  
Restated  
Articles

*Frank McMillan*

ATTORNEY AND COUNSELOR AT LAW

655 NORTH WYMORE ROAD  
SUITE 101

*Winter Park, Florida 32789-2865*

TELEPHONE 407-644-7200

FAX 407-644-7438

EMAIL [FRANKM@MINDSPRING.COM](mailto:FRANKM@MINDSPRING.COM)

July 1, 2009

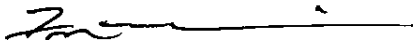
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

re: Women Starting Over, Inc.

Enclosed:

1. Amended and Restated Articles of Incorporation.
2. Check for \$43.75 for Filing Fee and One Certified Copy.
3. Return Envelope

Sincerely,



Frank McMillan

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**WOMEN STARTING OVER, INC.**  
(A corporation not for profit)

**FILED**  
2009 JUL -2 AM 10:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under the provisions of Florida Statutes 617.1006 and 617.1007, this corporation adopts the following *Amended and Restated Articles of Incorporation*:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be **WOMEN STARTING OVER, INC.**

**ARTICLE II -- ADDRESS OF CORPORATION**

The principal office of **WOMEN STARTING OVER, INC** shall be in the State of Florida, at the location of:

2635 Carson Drive SE  
Palm Bay, FL 32909

and shall have a mailing address of:

PO Box 65  
Grant, FL 32949

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the 'Code'). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, raising funds for distribution to needy recipients and encouraging education, primarily focusing on assisting educational programs for women who are seeking rehabilitation, and making donations to charitable organizations.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE IV - MEMBERS**

This corporation shall have no members.

The corporation shall have no capital stock and no portion of the income, gains, profits or assets of the corporation shall be paid or distributed directly or indirectly to any member of the corporation nor shall any of the gains, income, profit or property of the corporation inure to the benefit of any member of the corporation.

#### **ARTICLE V – ELECTION OF DIRECTORS**

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

#### **ARTICLE VI – INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is:

2635 Carson Drive SE

Palm Bay, FL 32909,

and, the name of the initial registered agent of this corporation at that address is Phoebee J. Muscadin

The Board of Directors may from time to time designate a new registered office and registered agent.

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**ARTICLE VII - INITIAL OFFICERS**

The initial officers of the corporation shall be the following:

President/Chair: Phoebee J. Muscadin  
Address: 2635 Carson Drive, SE  
Palm Bay, FL 32909

Secretary: Priscilla Laws  
Address: 714 Ashley, SE  
Palm Bay, FL 32909

Treasurer: Hilbert Williams  
Address: 6000 Woodlake Dr., SE - Apt. 1  
Palm Bay, FL 32905

**ARTICLE VIII - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE IX-TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE X - DISSOLUTION OF CORPORATION**

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 the Circuit Court 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 no event, however may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment

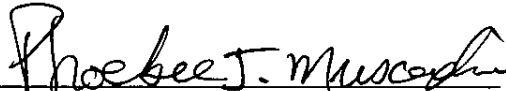
for services rendered by such person.

There are no members of the corporation. These *Amended and Restated Articles of Incorporation* were adopted by the unanimous action of the board of directors of the corporation at a meeting of the board of directors on June 30, 2009, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the corporation has caused its name to be signed to this instrument by its President and its corporate seal to be affixed this 1st day of July, 2009.

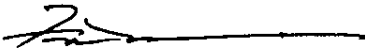
WOMEN STARTING OVER, INC.

Corporate  
Seal

By:   
**Phoebee J. Muscadin**, its President

State of Florida  
County of Orange

The foregoing instrument was acknowledged before me by **Phoebee J. Muscadin** as President of *Women Starting Over, Inc.* a Florida corporation not for profit, this 1st day of July, 2009. She is personally known to me.

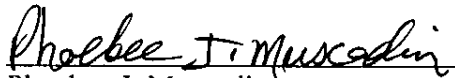


Notary Public  
State of Florida at Large



### ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing *Articles of Incorporation*, thereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Phoebe J. Muscadin

2635 Carson Dr. SE

Palm Bay, FL 32909