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CLERK OF STATE
TALLAHASSEE, FLORIDA

1600h FEB 23 2009

COVER LETTER

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

SUBJECT: A.W.S.O.M.E. Ministries International, 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

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Virginia L. Whittington
Name (Printed or typed)

6512 Kristin Court
Address

Orlando, Florida 32818
City, State & Zip

407-497-1536
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

2009 FEB 20 PM 4: 42

A.W.'S.O.M.E. Ministries International, Inc.

(Anointed Women Serving Our Messiah Eternally)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

In Compliance with Chapter 617, F.S., (Not For Profit Corporation)

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be A.W.'S.O.M.E. Ministries International, Inc., whose principal street address is 6512 Kristin Court, Orlando, Florida. The mailing address shall be P.O. Box 683109, Orlando, FL 32858-3109.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation (the "Corporation") shall commence corporate existence upon filing these Articles, and shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general purpose of the Corporation shall be to operate exclusively for charitable, educational, scientific and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding section of any future United States Internal Revenue Law in effect at any time (the "Code"), and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code. The specific purpose of this Corporation shall be for any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under the laws of Florida. Such purposes include, without limitation charitable, benevolent, educational, historic, civic, social, fraternal, and professional.

General functions include providing resources in the community to educate, counsel and guide women of all ages through a variety of faith-based programs geared toward rehabilitation and recovery that shall include but are not limited to:

- a. To offer programs designed to provide resources for those seeking employment, higher education and personal and professional development.

- b. To offer programs which provide opportunity for enhancement of biblical knowledge and understanding.
- c. To counsel/mentor women of all ages in areas of spiritual growth and maturity.
- d. To offer programs for recovery and the successful rehabilitation of women of all ages who are faced with issues such as domestic violence, low self-esteem, battered women syndrome and chemical dependency.
- e. To offer programs to meet the needs of elderly citizens through in-home care, companionship and transportation assistance.
- f. To pursue and encourage public and private funding for the support of A.W.'S.O.M.E. Ministries International outreach efforts.
- g. To foster partnerships with organizations and agencies whose objectives are aligned with those of A.W.'S.O.M.E. Ministries' objectives.

ARTICLE VI **GENERAL POWERS**

The Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE V **PROHIBITED ACTIVITIES**

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VI **DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation remaining after the payment of all liabilities shall be distributed exclusively to one or more organizations that are exempt from federal income taxation under Section 501(c)(3) of the Code as organizations described in Section 501(c)(3) of the Code.

ARTICLE VII **MEMBERSHIP**

The members of this not for profit corporation, if any shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII **REGISTERED OFFICE AND AGENT**

The registered office of this Corporation, and the registered agent of the Corporation at that address, shall be:

Ms. Virginia L. Whittington
6512 Kristin Court
Orlando, Florida 32818

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX **INITIAL DIRECTORS AND/OR OFFICERS**

This Corporation shall have six (6) directors initially. The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws, provided however, the number of directors shall not be less than three (3). The names of the initial directors of this Corporation are:

Ms. Sharon Spencer
6584 Meritmoor Circle
Orlando, FL 32808

Ms. Ella Lewis
4826 Indialantic Drive
Orlando, FL 32808

Ms. Earlene Powell
9208 New Orleans Drive
Orlando, FL 32808

Ms. Blanquita Williams
780 Lakeview Pointe Drive
Clermont, FL 34711

Ms. Kaseema Rhue
5719 Essex Isle Drive
Orlando, FL 32829

Ms. Velvet Greene
4927 Raleigh Street, #5
Orlando, Florida 32811

ARTICLE X **INCORPORATOR**

The name and Florida street address of the person signing these Articles as incorporator is:

Ms. Virginia L. Whittington
6512 Kristin Court
Orlando, FL 32818

ARTICLE XI **BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XII **INDEMNIFICATION**

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XII **AMENDMENT**

The Articles of Incorporation may be amended at any time by a resolution adopted by a vote of the majority of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the Bylaws. If there are no members, then these Articles of Incorporation may be amended at any time by a resolution adopted by a vote of a majority of the directors.

ARTICLE XIII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

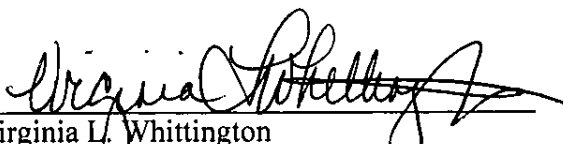
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the state of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand this 13th day of February, 2009.


Virginia L. Whittington, as Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 13th day of February, 2009.


Virginia L. Whittington
Registered Agent