

N09000008234

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(Business Entity Name)

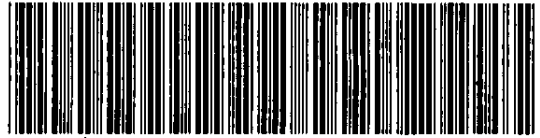
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10 JUN 17 PM 3:48  
RECEIVED  
DIVISION OF CORPORATIONS  
TOLSON

*Amend & Rest*  
C.COULLETTE

JUN 17 2010

EXAMINER

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

April 5, 2010

Re: Girls of the World, Inc.  
Addition of several items and information in the document.

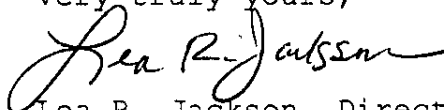
Gentlemen:

Enclosed please find an original and one copy of Articles of Amendment to the Articles of Incorporation for the above referenced corporation. Please file the original in your offices and certify and return to us a certified copy.

Please note: We have amended the initial directors article because a non-profit is required to have a minimum of 3 directors and the original only lists one director. Also we are not making any change to the registered agent and have therefore not re-certified her.

We are enclosing our check in the amount of \$43.75 covering the fees relating to this filing.

Very truly yours,

  
Lea R. Jackson, Director



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 11, 2010

LEA R. JACKSON  
18420 BRIDLE CLUB DR  
TAMPA, FL 33647

SUBJECT: GIRLS OF THE WORLD INC.  
Ref. Number: N09000008234

We have received your document for GIRLS OF THE WORLD INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please entitle your document Amended and Restated Articles of Incorporation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

You did not send a cover letter with the address and contact person to call or send information to when you submitted your document, please provide this information when this is returned.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 810A00011801

RECEIVED  
MAY 17 AM 8:00  
REGISTRY/REGISTRATION  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

June 12, 2010

Re: Girls of the World, Inc.  
Addition of several items and information in the document.


Gentlemen:

Enclosed please find an original and one copy of Amended and Restated Articles of Incorporation for the above referenced corporation. Please file the original in your offices and certify and return to us a certified copy.

Please note: We have amended the initial directors article because a non-profit is required to have a minimum of 3 directors and the original only lists one director. Also we are not making any change to the registered agent and have therefore not re-certified her.

We are enclosing a copy of your letter dated May 11, 2010. You can reach us at 813-679 5792.

Very truly yours,

  
Lea R. Jackson, Director

*Please add PO Box 46625  
Tampa, FL 33646 as mailing address.*

**AMENDMENT and  
RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
GIRLS OF THE WORLD, INC.**

10 JUN 17 PM 3:48  
RECEIVED  
FBI - MIAMI

Pursuant to the provisions of Chapter 617.1006, Florida Statutes, the undersigned corporation adopts, in compliance with a resolution adopted by its Board of Directors at a meeting held on April 5, 2010, as provided by the By-Laws, the following Articles of Amendment to its Articles of Incorporation, filed August 20, 2009, and assigned document #N09000008234.

**ARTICLE I - NAME**

The name of this corporation is **GIRLS OF THE WORLD, INC.**

**ARTICLE II - STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized for the education, training and equipping of "at risk" woman to become productive citizens and general educational purposes pursuant to the Florida Corporation Not-for Profit law set forth in Part 1 of Chapter 617 of the florida Statutes.

**ARTICLE III - GENERAL AND SPECIFIC PURPOSES**

(A) The specific purpose for which this corporation is formed is to provide a vehicle for the operation of a church and the conducting of various outreach activities in furtherance of our charitable purposes and to initiate, fund and administer a wide variety of charitable, educational, religious scientific, or literary projects.

(B) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, educational scientific or literary purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Within the limitations of the intent of this subsection (B), this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(D) The corporation shall have the following "Conflict of Interest" policy:

## **Conflict of Interest Policy**

### **Section I**

#### **Purpose**

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### **Section II**

#### **Definitions**

##### **1. Interested Person**

Any director, principal officer, or member of a committee with board delegated

powers who has a direct or indirect financial interest, as defined below, is an interested person.

## 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

## Section III

### Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting

while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

### 4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.



## **Section IV**

### **Records of Proceedings**

The minutes of the board and all committee with board-delegated powers shall contain-

the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

## **Section V**

### **Compensation**

A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

## **Section VI**

### **Annual Statements**

Each director, principal officer and member of a committee with board delegated

powers shall annually sign a statement which affirms that such person-a, has received a copy of the conflicts of interest policy,

- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section VII**

### **Periodic Reviews**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether agreements with employees, and third parties further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

## **Section VIII**

### **Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

(End of Policy)

#### **ARTICLE IV - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

#### **ARTICLE VI - MEMBERSHIP**

The only members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

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

The street address of the initial registered office of this corporation is 18420 Bridle Club Drive, Tampa, FL 33647, and the name of the registered agent of this corporation at that address is Lea R. Jackson.

## **ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS**

(A) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The qualifications for directors and the manner of their admission shall be regulated by the Bylaws. All powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the By-laws. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the initial Directors of the corporation are:

### **NAMES**

Lea R. Jackson

Sharell Dear

Roger Smyzer

### **ADDRESSES**

18420 Bridle Club Dr  
Tampa, FL 33647

7187 Sweet Meadow Dr  
Canal Winchester, OH  
43110

250 Siesta lane  
Largo, FL 33770

(B) **Corporate Officers.** The Board of Directors shall Appoint the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to appoint from time to time. Initially such officers shall be appointed at the Organizational meeting of the Board of Directors.

## **ARTICLE VIII - DEDICATION OF ASSETS**

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Lea R. Jackson                      18420 Bridle Club Dr  
Tampa, FL 33647

#### **ARTICLE X - INDEMNIFICATION**

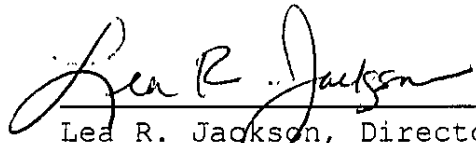
This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

This organization has limited its membership to its Board of Directors who have approved of this Amendment.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment and restatement to the Articles of Incorporation on the 5th day of April, 2010.

  
\_\_\_\_\_  
Lea R. Jackson, Director