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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 09 2009

COVER LETTER

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

SUBJECT: PROJECT: WOMAN TO WOMAN, INCORPORATED
(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: Yashica N. Fowler
Name (Printed or typed)

12134 Georgia Oak Court
Address

Jacksonville, Florida 32218
City, State & Zip

(904) 751-4706
Daytime Telephone number

yashicaf@yahoo.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
PROJECT: WOMAN TO WOMAN, INCORPORATED
(A Florida Nonprofit Corporation) In Compliance with chapter 617, F.S.**

ARTICLE I. NAME

The name of the corporation shall be PROJECT: WOMAN TO WOMAN, INCORPORATED.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation shall be 12134 Georgia Oak Court, Jacksonville, Florida 32218.

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ARTICLE III. PURPOSE

This corporation is being organized to develop and empower women and young ladies to turn their tragedies into triumphs, by offering comprehensive programs, and outreach services to ultimately inspire women and young ladies to embrace self acceptance, self belief, self love, self happiness, self worth, self esteem and self restoration. Operating exclusively for religious, charitable and educational references within the scope of Section 501 (C) 3 of the Internal Revenue Services.

ARTICLE IV. ELECTION

This corporation shall elect the Board of Directors every three years. The manner of election of the Board of Directors shall be specified in the corporate Bylaws.

ARTICLE V. BOARD OF DIRECTORS

This corporation initial Board of Directors shall have five directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three. The directors named herein, comprising the initial Board of Directors, shall hold office until their term has been served. However, the initial Board of Director President shall remain in office until death or resignation.

The names and addresses of each individual who shall serve as a member of the initial Board of Directors are:

Yashica N. Fowler, 12134 Georgia Oak Court, Jacksonville, Florida 32218

Karla D. Tandy, 8327 Woods Avenue, Jacksonville, Florida 32216

Johnette L. Thorpe-Williams, 11652 Harts Road, Jacksonville, Florida 32218

Latosha M. Hunter, 3405 Kingston Street, Jacksonville, Florida 32254

Lillian P. Porter, 3704 Pearce Street, Jacksonville, Florida 32209

ARTICLE VI. OFFICERS

The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws. The Board of Directors shall elect officers. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first Board of Directors' meeting.

<u>Office</u>	<u>Name</u>
President	Yashica N. Fowler
Vice President	Karla D. Tandy
Secretary	Johnette L. Thorpe-Williams
Treasurer	Latosha M. Hunter
Member	Lillian P. Porter

ARTICLE VII. PRINCIPAL OFFICE & REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 12134 Georgia Oak Court, Jacksonville, Florida 32218.

The name of the individual who shall serve as the corporation's initial registered agent at that address is: **Yashica N. Fowler**

ARTICLE VIII. INCORPORATORS

The names and residence addresses of the subscribers to these Articles of Incorporation are:

Yashica N. Fowler, 12134 Georgia Oak Court, Jacksonville, Florida 32218

Karla D. Tandy, 8327 Woods Avenue, Jacksonville, Florida 32216

Johnette L. Thorpe-Williams, 11652 Harts Road, Jacksonville, Florida 32218

Latosha M. Hunter, 3405 Kingston Street, Jacksonville, Florida 32254

Lillian P. Porter, 3704 Pearce Street, Jacksonville, Florida 32209

ARTICLE IX. BYLAWS

Corporate Bylaws will be hereafter adopted by the Board of Directors. The Corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding.

ARTICLE X. DISSOLUTION

Upon dissolution of the corporation, assets 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 government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the county courts in which the principal office of the corporation is then located. The receiving organization(s) shall operate exclusively for the same purposes.

ARTICLE XI. CONFLICT OF INTEREST POLICY

Any possible conflict of interest on the part of any member of the Board, officer, or employee of Project: Woman To Woman, Incorporated shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. All transactions will require a 2/3 vote of the disinterested Board members. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the actual vote itself. Any new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of an agreement to this policy.

Annually, the Secretary shall provide Board members copies of this policy for each Board member to sign.

ARTICLE XII. CORPORATE POWERS

The corporate powers of the organization are as provided in the Florida Statutes except to the extent such powers are limited by the following provisions.

- a. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles III of the Articles of Incorporations.

- b. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provision of this document, the organization shall not carry on any other 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, or corresponding section of any future federal tax code.

ARTICLE XIII. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Such amendments may be adopted by a 2/3 vote of members of the Board of Directors.

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles of Incorporation, and dates indicated next to their signatures.

Charles T. Foulke

10/3/2009

Harla D. Jandy

10/3/2009

Johnette L. Thorpe-Williams

10/3/2009

Sasha Marie Hunter

10/3/2009

Lillian P. Porter

10/3/2009

I hereby accept my designation as registered agent and agree to serve as the registered agent of PROJECT: WOMAN TO WOMAN, INCORPORATED. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for PROJECT: WOMAN TO WOMAN, INCORPORATED.

Yashica N. Fowler

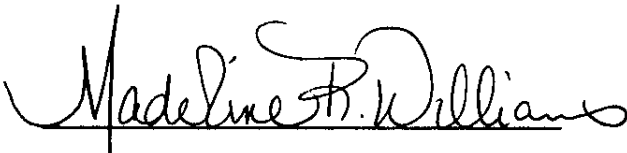
Yashica N. Fowler, Registered Agent

FL DL# F460-974-74-723-D

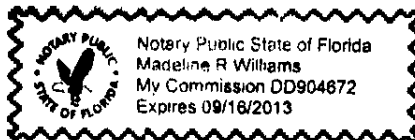
State of Florida

County of Duval

On October 3, 2009 the individual who shall serve as this corporation's initial registered agent, personally appeared before me, acknowledged accepting the designation as the corporation's registered agent, and signed and acknowledged signing these Articles of Incorporation of **PROJECT: WOMAN TO WOMAN, INCORPORATED** and the individual designated above as the subscribers to these Articles of Incorporation personally appeared before me and signed acknowledged signing these Articles of Incorporation of **PROJECT: WOMAN TO WOMAN, INCORPORATED**.


Notary Public

Commission Expiration Date:



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