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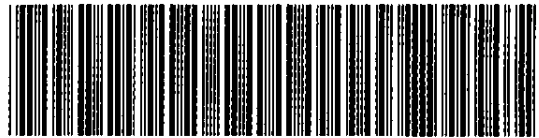
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Effective Date

01-02-2010

FILED  
09 DEC -7 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B McKnight DEC 08 2009

**KENNETH M. BEANE**  
**Professional Association**  
**ATTORNEY AND COUNSELOR AT LAW**

2601 Wells Avenue, Suite 181  
Fern Park, Florida 32730

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November 30, 2009

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Women Rights Watch, Inc. / Incorporation  
Our File No.: W-8-09

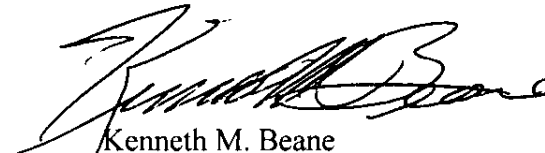
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation, along with my check, #3651, in the amount of \$87.50, which represents the filing fee of \$78.75 and the \$8.75 fee for a certified copy of the Articles of Incorporation.

Please find enclosed a stamped, self-addressed envelope for return of same and receipt.

Thank you.

Very truly yours,



Kenneth M. Beane

KMB/co  
Enclosures  
Dept. of State Div. Corp. ltr 113009.doc

ARTICLES OF INCORPORATION  
OF  
WOMEN RIGHTS WATCH, INC.

FILED  
09 DEC -7 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1.

Name

The name of the corporation is as follows: WOMEN RIGHTS WATCH, INC.

Effective Date

Article 2.

01-02-2010

Address

The street address of the principal office of the corporation is: 7041 Grand National Drive, Suite 103, Orlando, FL 32819.

Article 3.

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 7041 Grand National Drive, Suite 103, Orlando, FL 32819. The name of its initial registered agent at that address is: Allen A. Khayat.

Article 4.

No Members

The corporation shall have a single class of non-voting members and shall not issue membership certificates unless otherwise provided in the corporation's by-laws. The corporation shall not issue shares of stock.

## Article 5.

### Not For Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

## Article 6.

### Duration

The duration of the corporation is perpetual.

## Article 7.

### Purposes

The corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to providing support to women who have been abused or whose rights have been denied within the United States of America or throughout the nations of the world. This support is for women or families who have been abused by other family members, coworkers, employers, school, government officials, or religious organizations. Support may include investigation of the abuse, preparation of an investigative report to be presented to courts of law or governmental officials and to the United Nations who have authority to take corrective action. It will be the purpose of this organization to also work with the United Nations and all organizations of the world of similar purpose to provide help and support for women or families that have been abused or whose rights have been suppressed. The corporation will also provide educational materials and news through electronic means.

## Article 8.

### Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To provide the materials and personnel to investigate abusive behavior towards women and families or the denial of their human rights by electronic means to all

women and individuals who support the purposes of this organization or seek help and assistance. In support of its purpose it shall solicit funds to provide the investigative talent and skill to report the denial of women rights or their abuse in this world.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, 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 the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### Article 9.

##### Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but the corporation 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 Article 7 (Purposes) of these Articles.

#### Article 10.

##### Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### Article 11.

## Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

## Article 12.

### Board of Directors

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least fifty-one percent (51%) of the board of directors.

## ARTICLE 13.

### Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

## Article 14.

### Incorporators

The name and street address of each incorporator is as follows:

1. Allen A. Khayat  
169 Fallwood St.  
Fern Park, FL 32730
2. Dr. Nigora I. Djumaeva  
169 Fallwood St.  
Fern Park, FL 32730

3. Marwan Al Farwan  
10228 Riverside Dr.  
Orlando, FL 32817
4. Hoda Barakat  
4831 Indian Deer Rd.  
Windermere, FL 34786
5. Roman Khayat  
169 Fallwood St.  
Fern Park, FL 32730

#### Article 15.

##### Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### Article 16.

##### Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

#### Article 17.

##### Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.


#### Article 18.

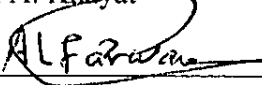
##### Commencement of Corporate Existence

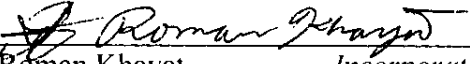
The date when corporate existence shall commence is


January 2, 2010.

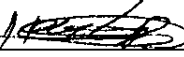
In, witness, the undersigned incorporators have signed these articles of incorporation on the 19 of November, 2009.

  
Allen A. Khayat *Incorporator*

  
Marwan Al Farwan *Incorporator*

  
Roman Khayat *Incorporator*

  
Dr. Nigora I. Djumaeva *Incorporator*

  
Hoda Barakat *Incorporator*

#### CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

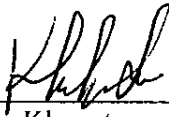
WOMEN RIGHTS WATCH, INC.

2. Name and address of the registered agent and office:

Allen A. Khayat  
7041 Grand National Drive, Suite 103  
Orlando, FL 32819

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: NOV-19, 2009.

  
Allen A. Khayat *Registered Agent*

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09 DEC -7 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA