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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Dress For Success SW Florida, 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: Christina Harris Schwinn, Esq.
Name (Printed or typed)

1833 Hendry Street
Address

Fort Myers, Florida 33901
City, State & Zip

(239) 334-2195
Daytime Telephone number

christinaschwinn@paveselaw.com
E-mail address: (to be used for future annual report notification)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DRESS FOR SUCCESS SW FLORIDA, INC.
(A Florida Corporation Not for Profit)

I, the undersigned, acting as incorporator of DRESS FOR SUCCESS SW FLORIDA, INC., a not for profit corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
Name

The name of this corporation is DRESS FOR SUCCESS SW FLORIDA, INC.

ARTICLE II
Purposes

The Corporation is organized exclusively for charitable purposes, under Section 501(C)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporations shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In particular, it is the intent and purpose of the Corporation to promote the economic independence of disadvantaged women. To achieve that end, the Corporation will solicit and receive funds, gifts, endowments, donations, devises and bequests.

Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III
Members

Upon being duly organized, and as authorized pursuant to Florida Statute §617.0601, this corporation will have no members and it shall be exclusively managed by its board of directors.

ARTICLE IV
Term of Existence

The existence of the corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetually.

ARTICLE V
Incorporator

The name and residence of the incorporator to these Articles is:

Barbara Dell
14571 Legends Blvd. N., #306
Fort Myers, FL 33912

ARTICLE VI
Officers

Section 1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	**NAME AND ADDRES**
President	Donna Noce 12131 Via Del Fontana Way Fort Myers, FL 33919
Secretary/Treasurer	Toby Cherry 145 Shirewood Drive Rochester, NY 14625
Board Member	Barbara Dell 14571 Legends Blvd. N, #306 Fort Myers, FL 33912

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have Three (3) Directors initially, who shall be elected annually unless changed by the Bylaws. The number of directors may be increased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. Directors may be appointed to the Board of Directors in accordance with the provisions contained in the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	**ADDRESS**
Donna Noce	12131 Via Del Fontana Way Fort Myers, FL 33919
Toby Cherry	145 Shirewood Drive Rochester, NY 14625
Barbara Dell	14571 Legends Blvd. N, #306 Fort Myers, FL 33912

ARTICLE VIII
Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX
Amendments

Section 1. These Articles of Incorporation may be amended by a majority of directors at a meeting of the board meeting called for that purpose, by at least a majority of a quorum of voting directors present to vote.

ARTICLE X
Location

The location of this corporation shall be at 14571 Legends Blvd. N, #306, Fort Myers, Florida 33912, in the City of Fort Myers, County of Lee, State of Florida, the mailing address shall be the same.

ARTICLE XI
Nonprofit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII
Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIII
Meetings

Section 1. Meeting of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIV
Distribution of Assets upon Dissolution

Upon dissolution of this 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.

ARTICLE XV

The street address of the initial registered office of this corporation is 1833 Hendry Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is **CHRISTINA HARRIS SCHWINN**.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 18th day of March, 2010, for the purpose of forming this corporation not for profit under laws of the State of Florida.

BARBARA DELL
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared BARBARA DELL, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 18th day of March, 2010.

______________________, Notary Public
My Commission No.:
My Commission Expires:

LAWRENCE G. UNION III
Notary Public - State of Florida
My Commission Expires Sep 20, 2011
Commission # DD 717198
Bonded Through National Notary Assn

ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First—That **DRESS FOR SUCCESS SW FLORIDA, INC,** desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located at 14571 Legends Blvd. N, #306, in the City of Fort Myers, County of Lee, State of Florida, has named **CHISTINA HARRIS SCHWINN,** located at 1833 Hendry Street, Fort Myers, Florida 33901, County of Lee, State of Florida 33901, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: ______________________

CHRISTINA HARRIS SCHWINN, Registered Agent