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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
Women's health Foundation of South Florida, Inc.

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10 MAY 14 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WOMEN'S HEALTH FOUNDATION OF SOUTH FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be WOMEN'S HEALTH FOUNDATION OF SOUTH FLORIDA, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 100 Northpoint Parkway, West Palm Beach, Florida 33407.

**ARTICLE II**

**Purposes**

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III**

**Prohibited Activities**

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for legitimate expenses incurred by its directors, officers and committee members and to make payments and distributions to third parties in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda,

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or otherwise attempting to influence legislation, and this Corporation 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.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE IV

## Membership

**This Corporation shall have no members.**

## ARTICLE V

### Corporate Duration

**This Corporation shall have perpetual existence unless sooner dissolved by law.**

## ARTICLE VI

**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 100 Northpoint Parkway, West Palm Beach, Florida 33407, and the name of the initial registered agent of this Corporation located at such address is Helen Reid.

## ARTICLE VII

### Board of Directors

This Corporation shall have six (6) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Deborah Schwarzberg	100 Northpoint Parkway West Palm Beach, Florida 33407
Helen Reid	100 Northpoint Parkway West Palm Beach, Florida 33407
Karen Clarke	100 Northpoint Parkway West Palm Beach, Florida 33407
Ellen Ray	100 Northpoint Parkway West Palm Beach, Florida 33407
Connie Berry	100 Northpoint Parkway West Palm Beach, Florida 33407
Patricia Liebman, MSW	100 Northpoint Parkway West Palm Beach, Florida 33407

## ARTICLE VIII

### Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

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ARTICLE IX

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XI

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Incorporator

The name and address of the Incorporator of this Corporation is Helen Reid, 100 Northpoint Parkway, West Palm Beach, Florida 33407

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14 day of May, 2010.

  
HELEN REID, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

THAT WOMEN'S HEALTH FOUNDATION OF SOUTH FLORIDA, INC. DESIRING TO  
ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 100  
NORTHPOINT PARKWAY, WEST PALM BEACH, FLORIDA 33407, HAS NAMED HELEN  
REID LOCATED AT 100 NORTHPOINT PARKWAY, WEST PALM BEACH, FLORIDA 33407,  
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE  
CORPORATION WITHIN THE STATE OF FLORIDA.

DATED this 14 day of May, 2010.

  
HELEN REID, Incorporator

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at the place  
designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to  
comply with the provisions of Florida Statutes relative to keeping open said office and further accept  
the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 14 day of May, 2010.

By:   
HELEN REID, Registered Agent