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INC

1.

CLAY WOMEN IN BUSINESS INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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2012 MAY -3 AM 8:44  
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**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**CLAY WOMEN IN BUSINESS INC.,**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Incorporation of this Florida not for profit corporation:

ARTICLE I - NAME

The name of this Corporation is:

**Clay Women In Business Inc.**

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Corporation is:

165 Wells Road  
Suite 105  
Orange Park, FL 32073

The initial mailing address of the Corporation is:

165 Wells Road  
Suite 105  
Orange Park, FL 32073

ARTICLE III - DURATION

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist perpetually.

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#### ARTICLE IV - PURPOSE

**A.** This Corporation is formed pursuant to Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, and shall operate in such a manner as will qualify it as a tax exempt organization thereunder.

**B.** This Corporation is organized solely and exclusively for networking, mentoring and support of local business women with a Christian outlook.

#### ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

Kathy S. Baker  
165 Wells Road  
Suite 105  
Orange Park, FL 32073

#### ARTICLE VI - MEMBERSHIP

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation, as amended from time to time.

#### ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

**A.** Board of Directors. The powers of this Corporation shall be exercised by, its properties managed and controlled by, and its business and affairs conducted by, a Board of Directors. Said Board of Directors shall consist of not less than three (3) persons. The number of Directors of the Corporation and their manner of election shall be as designated in the Bylaws of the Corporation. Any and all powers and duties conferred on or imposed upon this Board of Directors, shall be by a duly adopted resolution of the Directors or contained within the duly adopted Bylaws of the Corporation.

**B.** The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kathy S. Baker	165 Wells Road Suite 105 Orange Park, FL 32073

Vina C. Delcomyn	165 Wells Road Suite 105 Orange Park, FL 32073
Cheryl Gonzales	165 Wells Road Suite 105 Orange Park, FL 32073
Alison E. Hickman	165 Wells Road Suite 105 Orange Park, FL 32073
Diane E. Hutchings	165 Wells Road Suite 105 Orange Park, FL 32073
Barbara Pope Musser	165 Wells Road Suite 105 Orange Park, FL 32073
Joanne C. Register	165 Wells Road Suite 105 Orange Park, FL 32073
Jennifer M. Wallace	165 Wells Road Suite 105 Orange Park, FL 32073
Annette B. Wheeler	165 Wells Road Suite 105 Orange Park, FL 32073

#### ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

**A.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 the purposes set forth in Article IV hereof.

**B.** No part of the activities of the Corporation shall include the publishing or distribution of statements or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation organized pursuant to Section 501(c)(7) of the Internal Revenue Code of 1986, as amended.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to a de minimis degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### ARTICLE IX - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or to the benefit of any private individual.

#### ARTICLE X - DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the affairs 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 remaining assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50.0%) of the Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose at which a quorum is present. These Articles of Incorporation may be amended by the Directors without a meeting as provided for in the Bylaws.

ARTICLE XII - INCORPORATOR

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

Alison E. Hickman  
Attorney at Law  
1416 Kingsley Avenue  
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation, this 2<sup>nd</sup> day of May,  
2012.

Alison E. Hickman  
ALISON E. HICKMAN

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT  
FOR NOT-FOR-PROFIT CORPORATION**

Pursuant to Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted:

Clay Women In Business Inc.

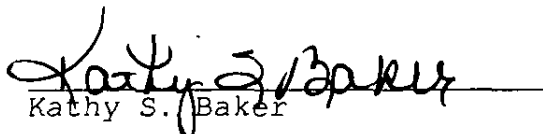
desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Kathy S. Baker  
165 Wells Road  
Suite 105  
Orange Park, FL 32073

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby acknowledge that I am familiar with said laws of the State of Florida, and I hereby agree to act in this capacity, and I agree to comply with the provisions of said laws.

  
Kathy S. Baker