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**FLORIDA PROFIT/NON PROFIT CORPORATION
CULINARY SKILLS FOR WOMEN, INC.**

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ARTICLES OF INCORPORATION
OF
CULINARY SKILLS FOR WOMEN, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, acting as the incorporator of a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be CULINARY SKILLS FOR WOMEN, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation is 1223 Cypress Point East, Winter Haven, Florida 33884.

ARTICLE III - PURPOSE

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax codes. In furtherance of such purposes, the corporation shall be authorized:

- (a) To promote, support and engage in activities carried on for charitable purposes by assisting women who meet certain criteria to attend culinary school by awarding scholarships or grants.
- (b) To enhance and improve the quality of life of women through education in the art of culinary skills.
- (c) To receive and maintain personal or real property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3).
- (d) To receive assistance, money, real or personal property, and any other form of contributions, gift, bequest or devise, from any person, firm, partnership or corporation, to be utilized in the furtherance of the objects and the purposes of this corporation, provided, however

that gifts shall be subject to acceptance by the Board of Directors as required by the By-Laws.

(e) To establish and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors and to pay reasonable compensation for the services of such persons.

(f) To utilize and to distribute, in the manner, form and method, and by the means determined by the Board of Directors of the corporation, any and all forms of contributions or other funds received by it in carrying out charitable and educational programs of the corporation in furtherance of its stated purposes. Money and real and personal property contributed to the corporation in furtherance of these objects and purposes are and shall continue to be used exclusively for such purposes.

(g) To invest and reinvest funds and such securities and properties as the Board of Directors may from time to time determine.

(h) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of and deal with real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(i) To contract, and be contracted with, and to sue and be sued.

(j) To adopt and use a corporate seal.

(k) To do all acts and things requisite, necessary, proper and desirable to carry out further the objects to which this corporation is formed and, in general, to have all the rights, privileges and immunities and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, subject, however, to the requirements of Section 501(c)(3) and to other limitations provided in these Articles of Incorporation.

ARTICLE IV - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE V - TYPE OF CORPORATION

The corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE VI - DURATION

The period of duration for the corporation shall be perpetual.

ARTICLE VII - PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

(a) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c) (1) or (2) of the Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons; provided, however, 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 these Articles.

(c) The powers of this corporation shall be limited by the purposes of the corporation as set forth in Article III above.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The operation and conduct of all of the business and affairs of this corporation shall be managed by a Board of Directors. The number of directors shall be not less than three (3) nor more than seven (7). The number of directors and the manner of their election shall be determined in such manner as is set forth in the By-Laws of the corporation.

Section 2. The Board of Directors shall have the power to change the number of Directors, within the limits set forth in Section 1 of this Article.

Section 3. The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Valerie Carnes	1223 Cypress Point East Winter Haven, FL 33884
Hannah Heard	1200 Country Club Drive Largo, FL 33771

Jane Johnston	125 12 th Avenue Indian Rocks Beach, FL 33785
Stephano Strevzinski	2699 Gulf Blvd. Indian Rocks Beach, FL 33758
Violet MacNeal	2957 Plantation Road Winter Haven, FL 33884

ARTICLE IX - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 141 5th Street, N.W., Winter Haven, Florida 33881, and the name of the initial registered agent of the corporation at that address is Debra L. Cline.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Valerie Carnes	1223 Cypress Point East Winter Haven, FL 33884

ARTICLE XI - MEMBERSHIP

The members of this corporation shall be those persons from time to time constituting its Board of Directors. The vote and acts of the directors shall constitute the vote and acts of the members of this corporation for all purposes in which action by the members, as distinguished from action by the Board of Directors, is required or permitted by law.

ARTICLE XII - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors.

ARTICLE XIII - DISSOLUTION.

In the event of a dissolution of the corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation,

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dispose of all of the assets of the corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article III, above, as the Board of Directors determine. Any such asset not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV - AMENDMENT

These Articles may be amended, altered, changed or repealed by a vote of two-thirds (2/3) of the members of the corporation voting.

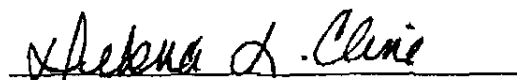
The undersigned incorporator has executed these Articles of Incorporation this 26th day of November, 2012, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


VALERIE CARNES

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: November 26th, 2012.


Debra L. Cline