

N13 000006037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

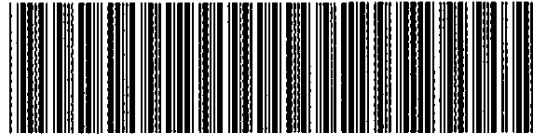
(Document Number)

Certified Copies _____ Certificates of Status _____

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13 JUN 28 PM 11:21

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13 JUL -2 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/14



610 S. Maitland Avenue
Maitland, Florida 32751

P 407.622.1900
F 407.622.1922

Mary Merrell Bailey, Esq., Partner
Hallie L. Zobel, Esq., Partner
David Pilcher, Esq., Partner

June 28, 2013

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

Re: Women's Club at UCF, Inc.

Dear Sir or Madam:

Please be advised that this firm represents Deborah B. Caruana who will be the Treasurer of the non-profit corporation referenced above.

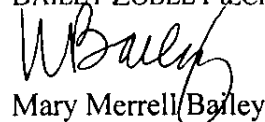
Enclosed please find the following documents for establishment of a new non-profit corporation:

1. Original Articles of Incorporation; and
2. Our firm's check in the amount of \$87.50 representing the filing fee, Certified copy of the Articles and a Certificate of Status for the new corporation

Please file the Articles to be effective on July 1, 2013 and return the certified copy of the Articles and the Certificate of Status to Capital Area Process.

Should you have any questions concerning this matter, please feel free to contact me or my paralegal, Janet M. Scott, at your convenience. Thank you for your attention to this matter.

Sincerely,
BAILEY ZOBEL PILCHER PLC


Mary Merrell Bailey

MMB/jms
Enclosures
cc: Deborah B. Caruana, Treasurer

\\LawServer\CPSHARE\CPWIN\HISTORY\130624_0001\60C.0C (12) 13070

Bailey, Zobel, Pilcher, PLC
610 S Maitland Ave
Maitland, FL 32751-5624
407-622-1900

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Women's Club at UCF, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name)

3. _____
(Corporation Name)

4. _____
(Corporation Name) (Document #)

DO NOT MAIL!

Call Karen to Pick Up:

878-9966

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Status

Check # 5584 - \$87.50
attached

NEW FILINGS

☒ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2013

BAILEY, ZOBEL, PILCHER, PLC / KAREN

SUBJECT: WOMEN'S CLUB AT UCF, INC.
Ref. Number: W13000037388

We have received your document for WOMEN'S CLUB AT UCF, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 813A00016248

**Articles of Incorporation
of
Women's Club at UCF, Inc.**

FILED
13 JUL -2 AM 10:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for Women's Club at UCF, Inc., pursuant to Florida Statute 617, Not-For-Profit Corporations, and does hereby agree and certify as follows:

**Article I
Name**

The name of the Corporation is Women's Club at UCF, Inc.

**Article II
Effective Date**

The effective date of the Corporation is July 1, 2013.

**Article III
Address**

The mailing and street address of the Corporation is c/o Deborah B. Caruana, Treasurer, 825 Quinwood Lane, Maitland, Orange County, Florida.

**Article IV
Initial Registered Office and Agent**

The initial registered agent is Mary Merrell Bailey, Esq. The street address of the initial registered agent is Bailey Zobel Pilcher, 610 S. Maitland Avenue, Maitland, Orange County, Florida.

**Article V
Not for Profit with No Inurement**

The Corporation is a Not-For-Profit Corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. Other than that the Corporation is authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof, no part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors, officers, or any other private person, except to the extent permissible under

these articles, under law and under Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

No member shall have any vested right, interest or privilege in 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 Section 501(c)(6) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a Corporation described in Section 501(c)(6) of the Internal Revenue Code, or cause it to lose such exempt status.

Article VI

Purposes

The Corporation is organized exclusively as an association of persons having a common business interest within the meaning of Section 501(c)(6) of the Internal Revenue Code. The Corporation will not engage in a regular business of any kind ordinarily carried on for profit. Its activities are not directed to the performance of particular services for individual persons. The purposes for which the Corporation is formed include:

1. Developing stronger relationships between the University of Central Florida and the community that it serves;
2. Serving as an extension of the University of Central Florida, by acting as a liaison for communication between the university, the UCF Foundation, and the community;
3. Meeting regularly and hosting various events so that members may promote sociability and advancement of the ideals of University of Central Florida;
4. Bringing positive recognition to the University of Central Florida.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any scientific, educational or charitable organization or organizations, exclusively for educational, scientific, or charitable purposes, and engage in any lawful act or activity for which corporations may be organized under Florida law.

Article VII Members

The Corporation shall have members who will have such rights and qualifications as set forth in the Bylaws of the Corporation.

Article VIII Management of Corporate Affairs

A. **Board of Directors:** The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

The Corporation shall have a minimum of three (3) directors as determined in accordance with the Bylaws of this Corporation. The number of the directors may be either increased or decreased in accordance with the Bylaws of this Corporation, provided that the number of directors shall never be reduced below three (3). Directors shall be selected and removed in accordance with the Bylaws of this Corporation.

The names of the initial Board of Directors are as follows:

Nancy Marshall
Debby Manuel
Norma Verner
Deborah B. Caruana

B. **Corporate Officers.** The Board of Directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and such other officers as the Bylaws of this Corporation may authorize the Board to elect from time to time. The following persons shall serve as the initial corporate officers:

Name	Position
Nancy Marshall	President
Debby Manuel	Vice-President
Norma Verner	Secretary
Deborah B. Caruana	Treasurer

The corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers are not in conflict with the provisions of Section 501(c)(6) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended.

Article IX Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not-For-Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the Board of Directors, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Amendments and Bylaws may be adopted, by a majority vote of the Board of Directors.

Article X Amendment of the Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments shall be adopted by the vote of a majority of the Directors of the Corporation.

Article XI No Personal Liability of Trustees, Directors, Officers, Committee Chairs or Other Office-Holders

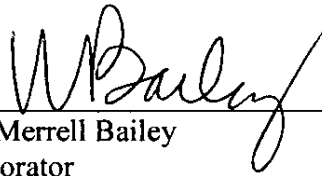
To the fullest extent possible under Florida law, no trustee, director, officer, committee chair or other office-holder of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit, or proceeding to which she may be or is made a party by reason of being or having been an trustee, director, officer, committee chair or other office-holder of the Corporation, provided that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Internal Revenue Code application to corporations described in Section 501(c)(6) of the Internal Revenue Code. The Corporation shall indemnify (including the advancement of expenses) to the fullest extent possible under Florida law, any person who is made or threatened to be made, a party to any claim, action, suit or proceeding, whether civil, criminal, administrative, investigative, or other (including a claim, action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a trustee, director, officer, committee chair or other office-holder of the Corporation. The right to and amount of indemnification (including any advancement of expenses) shall be determined with the provisions of Florida law at the time of the determination.

Article XII Distribution of Assets upon the Dissolution of the Corporation

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, the remaining assets shall be distributed to such organization or organizations that are then-described in Sections 501(c)(3) or 501(c)(6) and 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or otherwise in accordance with applicable state or federal law, as the Board of Directors

of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Orange County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

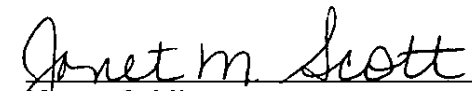
The undersigned, being the Incorporator of this Corporation, for the purpose of forming this Not-for-Profit Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 1st day of July, 2013.

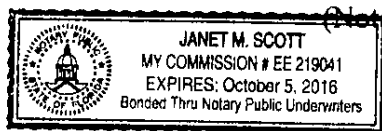


Mary Merrell Bailey
Incorporator
610 N. Maitland Avenue
Maitland, Florida 32751

STATE OF FLORIDA)
) ss
COUNTY OF ORANGE)

The foregoing Articles of Incorporation was acknowledged before me by MARY MERRELL BAILEY who is personally known to me, this 1st day of July, 2013.


Notary Public
My Commission Expires:



(Notarial Seal)

FILED

13 JUL -2 AM 10:13

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

WOMEN'S CLUB AT UCF, INC., desiring to organize as a Corporation under the laws of the State of Florida, has named and designated MARY MERRELL BAILEY, ESQUIRE as its Registered Agent to accept service of process within the State of Florida and her office is located at 610 S. Maitland Avenue, Maitland, FL 32751.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 1st day of July, 2013.



Mary Merrell Bailey
Registered Agent