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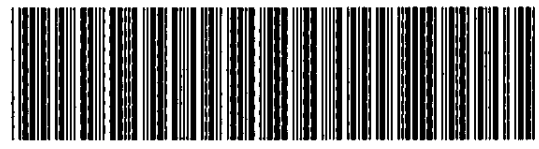
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TALLAHASSEE, FLORIDA

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ROBERT B. BENNETT  
WARREN K. SPONSLE \*  
GWEN G. JACOBS  
DAVID W. ADAMS +  
JENNIFER A. SIMON

JOHN F. WENDEL  
OF COUNSEL

\* ALSO ADMITTED IN GEORGIA  
+ BOARD CERTIFIED IN LABOR  
AND EMPLOYMENT LAW

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TAMPA  
ATLANTA  
LAKELAND  
FORT MYERS

October 23, 2013  
Via FedEx

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center  
Tallahassee, Florida 32301

RE: Riverview Woman's Club Foundation, Inc. - General Corporate File  
SBJA File No.: 2013-13754

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Articles of Incorporation of Riverview Woman's Club Foundation, Inc. for filing, and
2. A check in the amount of \$78.75 payable to "Division of Corporations" for filing fee.

If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
SPONSLE, BENNETT, JACOBS &  
ADAMS, P.A.

John F. Wendel

JFW:jad/A54BBA1D29C66326  
enclosures

cc: Ms. Donna L. Fore (with enclosure)(via e-mail)  
Ms. Jeanne Burkeson (with enclosure)(via e-mail)  
Dustin Orr, MBA, CPA (with enclosure)(via e-mail)

REPLY TO: LAKELAND

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**ARTICLES OF INCORPORATION  
OF  
RIVERVIEW WOMAN'S CLUB FOUNDATION, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of the corporation is **RIVERVIEW WOMAN'S CLUB FOUNDATION, INC.**

**ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on November 1, 2013.

**ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation is 5304 South Florida Avenue, Lakeland, Florida 33813, and the mailing address of the corporation is 11705 Boyette Road, Suite 208, Riverview, Florida 33569

**ARTICLE IV.  
PURPOSES**

The corporation is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be to address the cultural, economic, health, and societal issues confronting a large and growing migrant farm workers population; to provide academic scholarships to deserving and worthy students of the Riverview, Florida area; to adopt a school or schools to celebrate honor students and to schedule suitable events to recognize such students and their academic achievements; and to solicit and collect funds, grants, and other contributions to support the purposes of the corporation.

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**ARTICLE V.  
MEMBERS**

The corporation shall have no members whatsoever.

**ARTICLE VI.  
BOARD OF DIRECTORS**

The business and property of this corporation shall be managed solely and exclusively by a board of directors which shall have full control over the affairs of the corporation and shall be authorized to exercise all of its corporate powers. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the bylaws of the corporation. The number of directors shall be set at three (3) and such number of directors shall not be increased nor decreased. The board of directors shall be comprised of three (3) classes of equal number (one director in each class) which three (3) classes shall be designated Class I, Class II, and Class III, respectively, whose respective terms shall expire at the first (the 2014 annual meeting of the board of directors of the corporation), the second (the 2015 annual meeting of the board of directors of the corporation), and, the third (the 2016 annual meeting of the board of directors) next immediately following annual meetings of the board of directors of the corporation. No director shall serve for more than two (2) complete, consecutive three (3)-year terms. All of such directors shall be elected by the board of directors of the corporation. Upon the expiration of the term of each member of the board of directors, the board of directors shall elect a successor director. Each successor director and all subsequent directors shall serve for a term of three (3) years and shall hold office until a successor shall have been elected and qualified. The board of directors shall elect directors to replace those directors whose terms have expired and shall fill any vacancies caused by a director's death, incapacity, resignation, or removal from office. Each director elected to fill any vacancies caused by a director's death, incapacity, resignation, or removal shall serve for the balance of the term of the director replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their duties as directors in accordance with the bylaws of the corporation. The board of directors shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

**ARTICLE VII.  
OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of

directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

**ARTICLE VIII.  
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. 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.

**ARTICLE IX.  
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

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**ARTICLE X.  
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Lakeland, Florida 33813.

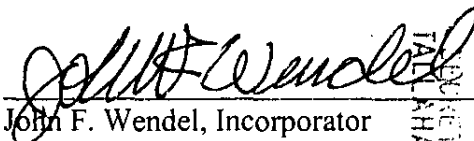
**ARTICLE XII.  
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Lakeland, Florida 33813.

**ARTICLE XIII.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 23rd day of October, 2013.

  
John F. Wendel, Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **RIVERVIEW WOMAN'S CLUB FOUNDATION, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 23rd day of October, 2013.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

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