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**FLORIDA PROFIT/NON PROFIT CORPORATION
WOMEN'S COALITION FOR WOMEN AND CHILDREN, INC.**

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**ARTICLES OF INCORPORATION
(NOT FOR PROFIT)
OF
WOMEN'S COALITION FOR WOMEN AND CHILDREN, INC.**
a Florida Not for Profit Corporation organized under the laws of the State of Florida

The undersigned subscribers to these Articles of Incorporation each competent as an incorporator pursuant to the provisions of sections 617.02011, Florida Statutes, desiring to associate for the purpose of forming a Florida Not-for-Profit Corporation pursuant to Chapter 617, do hereby certify as follows:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the Corporation is and shall be:

WOMEN'S COALITION FOR WOMEN AND CHILDREN, INC.

**ARTICLE II.
GENERAL PURPOSE OF CORPORATION**

This Corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific, cultural and other purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To this end, the Corporation shall provide services for women and children in less fortunate communities by:

a. Offering training programs to women that will enhance their skill-set to regain employment and improve their abilities to provide a better quality of life for their children; and

b. Offering mentorship to at-risk kids (middle and high school level) geared at motivating them to pursue higher education. We envision scholarship programs and self-development workshops. The Corporation does not contemplate any pecuniary profit.

This Corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this Corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

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As a means and incidental to accomplishing the purposes for which this Corporation is being organized, it shall have the following powers:

a. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

b. To sell, exchange, convey, mortgage, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

c. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wheresoever situated; and

d. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

e. To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

f. In general, to exercise such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the power so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

Notwithstanding anything herein to the contrary, this Corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for

expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE III. PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and mailing address of this Corporation are:

6648 White Blossom Circle
Jacksonville, FL 32258

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ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered office of this Corporation in the State of Florida is:

Gulati Law, P.L.
409 Montomgery Road, Suite 131,
Altamonte Springs, Florida 32714

**ARTICLE V.
INITIAL BOARD OF DIRECTORS and/or OFFICERS**

The number of directors constituting the initial board of directors and/or officers shall be one (1) and the names and address of each person who is to serve as a member thereof is as follows:

NAME OF DIRECTOR**ADDRESS****MARSHA VACIRCA**6648 White Blossom Circle
Jacksonville, Florida 32258**ANGELETTE J. SNELL**28 Milam Drive
Ellenwood, GA 30294**LISA V. MOORE**4372 Allanwood Court
Jacksonville, FL 32258**WANDA SAMUEL**1068 Beckingham Drive
St. Augustine, FL 32092**BRENDA TELLINGTON**4830 Seascape Way, Apt 4-303
Jacksonville, FL 32224

**ARTICLE VI.
INCORPORATORS**

The name and address of the each incorporator is:

NAME**ADDRESS****MARSHA VACIRCA**6648 White Blossom Circle
Jacksonville, Florida 32258**ANGELETTE J. SNELL**28 Milam Drive
Ellenwood, GA 30294**LISA V. MOORE**4372 Allanwood Court
Jacksonville, FL 32258**WANDA SAMUEL**1068 Beckingham Drive
St. Augustine, FL 32092**BRENDA TELLINGTON**4830 Seascape Way, Apt 4-303
Jacksonville, FL 32224

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JACKSONVILLE, FLORIDA

ARTICLE VII. MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be stated in the Bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) members. The initial Board of Directors shall have at least one (1) member. The number of Directors on the Board of Directors shall always be an odd number. Directors of the Organization shall be elected at the meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The first election of Directors after the appointment provided above shall not be held until after the developer's control of the condominium has terminated. The initial Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. At each meeting thereafter, the members shall elect the appropriate number of directors for a term of three (3) years.

ARTICLE IX. EXERCISE OF CORPORATE POWERS

The Corporation shall have all of the powers provided by the Florida Statutes for this type of corporation, located in Duval County, Florida.

ARTICLE X. MEMBERSHIP

The Officers and Directors are members and shareholders of the Corporation.

ARTICLE XI. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 617.0808, Florida Statutes.

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DIVISION OF CORP. REG.

**ARTICLE XII.
ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee.

**ARTICLE XII.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 617.1001, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**ARTICLE XV.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 617.0302, Florida Statutes.

**ARTICLE XVI.
OFFICERS**

The Officers of this Corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

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**ARTICLE XVII.
DURATION OF CORPORATE EXISTENCE**

This Corporation shall have perpetual existence unless dissolved sooner according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE XVIII.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided by Fla. Stat. §617.0831.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto, by setting his hand and seal, executed these Articles of Incorporation on this 8th day of May, 2014.

Sign:

Print Name: MARSHA VACIRCA

As Its Incorporator

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VACIRCA

**CERTIFICATE
DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED
IN THE STATE OF FLORIDA
OF
WOMEN'S COALITION FOR WOMEN AND
CHILDREN, INC.,**

a Florida Not for Profit Corporation organized under the laws of the State of Florida

In compliance with Fla. Stat. §48.091, the following is submitted:

That WOMEN'S COALITION FOR WOMEN AND CHILDREN, INC., a *Florida Not for Profit Corporation*, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, in the

6648 White Blossom Circle
Jacksonville, FL 32258

has named GULATI LAW, P.L.L.C. as its agent to accept service of process within this State.

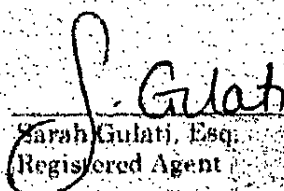


Print Name: MARSHA VACIRCA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN so named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 8th day of May, 2014.


Sarah Gulati, Esq.
Registered Agent