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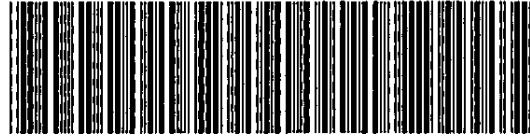
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14 DEC -8 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 9 2014

S. GILBERT

COVER LETTER

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

SUBJECT: WATER WOMEN, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Amanda Cotton
Name (Printed or typed)
4905 34th Street South #153
Address
Saint Petersburg, Florida 33711
City, State & Zip
805 305 9515
Daytime Telephone number
info@acottonphoto.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
WATER WOMEN, INC.**

FILED
14 DEC -8 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to Chapter 617, Florida Statutes, as now in force or hereafter amended, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **WATER WOMEN, INC.**, a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is 4905 34th Street South #154, St. Petersburg, Florida 33711. The street address of the Corporation's registered agent is 4905 34th Street South #154, St. Petersburg, FL 33711 and the name of the Corporation's registered agent is Amanda Cotton. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE II

OBJECTIVES AND PURPOSES

(1) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and not for pecuniary profit or financial gain. The purpose of the corporation is to educate and empower girls to become water stewards through mentoring, internship and scholarship opportunities; and to also receive gifts, bequests, contributions, in any form, and to use, apply, invest the principal and/or income, make distributions and expenditures to support the operation of the Corporation's

programs. The Corporation will also focus on providing unique mentoring and scholarship opportunity to low-income and at-risk girls to educate them on taking care of our most precious resource, water.

(2) To enter into contractual agreements, including, but not limited to the lease, and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to use and apply the whole or part of the income therefrom and the principal therefore exclusively for charitable and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(3) To receive assistance, money, real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

(4) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(5) To distribute in the manner, form and method, and by the means determined by the Board of Directors of this 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 purpose.

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

(7) 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 in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

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

(9) To employ the foregoing general purposes and objectives as guidelines, which are not to be considered limitations. Said purposes may from time to time be changed through the lawful procedures as directed by a vote of the Corporation's Board of Directors in accordance with its adopted bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida and any successor provision thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors, as provided in the bylaws of this Corporation.

ARTICLE IV
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Amanda Cotton
4905 34th Street South #153
St. Petersburg, Florida 33711

ARTICLE V
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors. The Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided by the bylaws, but shall never be less than three (3) or more than nineteen (19) and shall be an odd number. The Board of Directors shall be elected, qualified as to their membership and hold office in accordance with the provisions of the bylaws of this Corporation. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Amanda Cotton	4905 34 th Street South #153 St. Petersburg, Florida 33711
Jeffrey Schreiber	30 Fletcher Road Westford, Massachusetts 01886
Alice Duong	7860 Via Belfiore Unit 2 San Diego, CA 92129

ARTICLE VI
RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable or educational purposes; it being intended that all such earnings and assets shall be used and expended solely for the purpose stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set for the herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

(1) shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(2) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(3) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(4) will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(5) will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

(6) will not cause dividends to be paid and no part of the net earnings shall inure to the benefit of, or be distributable to, its members, trustees, 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 Section 501(c)(3) purposes.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3).

ARTICLE VII

DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means (provided that the Corporation may cure an inadvertent administrative dissolution for failure to timely file its annual report within thirty (30) days of actual notice of same) all assets of the Corporation shall be distributed to one or more charitable organizations, provided that such organizations qualify for exemption under Section 501(c)(3) of the

Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, *i.e.* charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal Government, or to a state or local government for a public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 VIII

INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, shall

not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Notwithstanding the provisions of this Article VIII, the Corporation shall not indemnify any officer or director from any liability for fraud, bad faith, willful misconduct or gross negligence.

ARTICLE IX

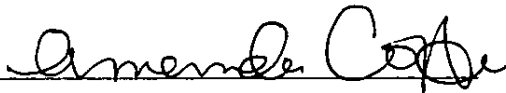
BYLAWS

The initial Board of Directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of the Corporation.

ARTICLE X
AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this __3rd__ day of December, 2014, and acknowledged that she is familiar with, and accepts, the appointment as registered agent and its obligations. The registered agent further agrees to act in this capacity and to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.



AMANDA COTTON, Incorporator
and Registered Agent