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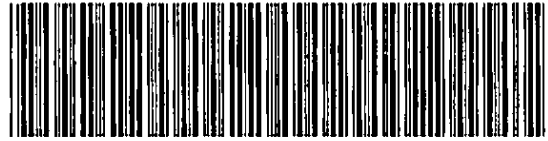
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TALLAHASSEE, FLORIDA



LLW

**LEWIS
LONGMAN
WALKER**

Attorneys at Law
llw-law.com

Reply To: St. Petersburg

April 18, 2018

Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

16 APR 23 PM 3:16
MAIL ROOM - FLORIDA

RE: Delta Women's Health Outreach, Inc.

Dear Amendment Section, Division of Corporations:

The enclosed Articles of Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the undersigned at:

Lewis, Longman & Walker, P.A.
100 Second Avenue South, Suite 501-S
St. Petersburg, FL 33701
727-245-0820

Enclosed is a check for \$78.75 made payable to the Florida Department of State for the filing fee and a Certified Copy. If you have any questions, please do not hesitate to contact me. Thank you for your attention.

Best regards,

Richard P. Green

RPG/kjc

cc: Dennis Demaria (via email only)

JACKSONVILLE

245 Riverside Ave., Suite 150
Jacksonville, Florida 32202

T: 904.353.6410
F: 904.353.7619

ST. PETERSBURG

100 Second Ave. South, Suite 501-S
St. Petersburg, Florida 33701

T: 727.245.0820
F: 727.290.1057

TALLAHASSEE

315 South Calhoun St., Suite 830
Tallahassee, Florida 32301

T: 850.222.5702
F: 850.224.9242

WEST PALM BEACH

515 North Flagler Dr., Suite 1500
West Palm Beach, Florida 33401

T: 561.640.0820
F: 561.640.8202

ARTICLES OF INCORPORATION

ARTICLE I - NAME

1.1 Name

The name of the corporation is Delta Women's Health Outreach, Inc.

ARTICLE II - DURATION

2.1 Duration

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

3.1 Purpose

Delta Women's Health Outreach, Inc. is a non-profit corporation and shall operate exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Delta Women's Health Outreach, Inc.'s purpose is to provide low cost or no cost health services to socioeconomically underprivileged women in Sarasota County and Manatee County, Florida.

3.2 Public Benefit Corporation

Delta Women's Health Outreach, Inc. is designated as a public benefit corporation.

ARTICLE IV - NON-PROFIT NATURE

4.1 Delta Women's Health Outreach, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the

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Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Delta Women's Health Outreach, Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from the federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Delta Women's Health Outreach, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Delta Women's Health Outreach, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the

payment of the debts or obligations of this corporation.

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4.3 Dissolution

Upon termination or dissolution of the Delta Women's Health Outreach, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Delta Women's Health Outreach, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Delta Women's Health Outreach, Inc. and if its directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of competent jurisdiction against the Delta Women's Health Outreach, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.3 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person or individual, 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 the purposes set forth in Article III, Section 3.1.

4.4 Restricted Activities

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

4.5 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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FBI MASSACHUSETTS

ARTICLE V – BOARD OF DIRECTORS

4.1 Governance

Delta Women’s Health Outreach, Inc. shall be governed by its board of directors.

4.2 Directors

The directors of the corporation shall be:

<u>Name</u>	<u>Address</u>
Dennis DeMaria	4606 62 nd Avenue E Bradenton, FL 34203 856-375-3833
Debra DeMaria	4606 62 nd Avenue E Bradenton, FL 34203 856-375-3833
<i>not</i> Marylin Tait <i>MARILYN</i>	4902 Silk Oak Drive Sarasota, FL 34232 941-321-8700

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FLORIDA

ARTICLE VI - MEMBERSHIP

6.1 Membership

Delta Women’s Health Outreach, Inc. shall have no members.

ARTICLE VII - AMENDMENTS

7.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII – ADDRESSES OF THE CORPORATION

8.2 Corporate Address

The physical address of the corporation is:

4606 62nd Avenue E
Bradenton, FL 34203

ARTICLE IX – APPOINTMENT OF REGISTERED AGENT

9.1 Registered Agent

The registered agent of the corporation shall be:

<u>Name</u>	<u>Address</u>
Dennis DeMaria	4606 62 nd Avenue E Bradenton, FL 34203

ARTICLE X – INCORPORATOR

The names of the Incorporators are:

<u>Name</u>	<u>Address</u>
Dennis DeMaria	4606 62 nd Avenue E Bradenton, FL 34203 856-375-3833
Debra DeMaria	4606 62 nd Avenue E Bradenton, FL 34203 856-375-3833

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Delta Women’s Health Outreach, Inc. were approved by the board of directors on April 3, 2018 and constitute a complete copy of the Articles of Incorporation of the Delta Women’s Health Outreach, Inc.

<u>Name</u>	<u>Address</u>	<u>Signature</u>
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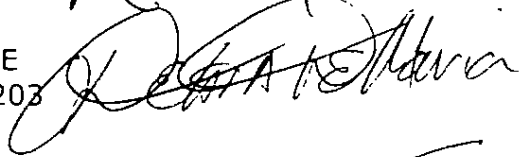
Dennis DeMaria


4606 62nd Avenue E
Bradenton, FL 34203
856-375-3833



Debra DeMaria

4606 62nd Avenue E
Bradenton, FL 34203
856-375-3833



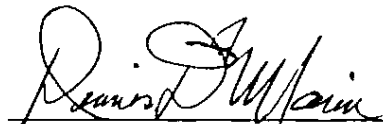
 Marilyn Tait
MARILYN

4902 Silk Oak Drive
Sarasota, FL 34232
941-321-8700



**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I accept to act in this capacity, and agree to comply with the provisions of law relative to keeping the office open.


Dennis DeMaria

4/3/18
Date