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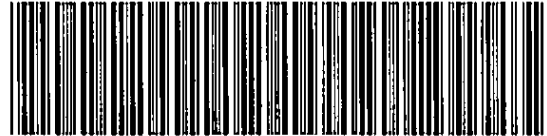
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**ARTICLES OF INCORPORATION**

**OF**

**SOUTH FLORIDA WOMEN'S BUSINESS COUNCIL, INC.**

**a Florida Not For Profit Corporation**

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

**ARTICLE I:** The name of the corporation not for profit is **SOUTH FLORIDA WOMEN'S BUSINESS COUNCIL, INC.** (the "Corporation").

**ARTICLE II:** The duration of the Corporation shall be perpetual.

**ARTICLE III:** The principal place of business and mailing address of the Corporation in the City of Lauderhill, Broward County is:

4300 N. University Drive  
Suite F-100  
Lauderhill, FL 33351

**ARTICLE IV:** The Corporation is organized and shall be operated exclusively as a business league, within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds for the following purposes:

1. To promote the general advancement of women in business and the professions;
2. To promote public understanding and educate the public with the goal of improving opportunities for and attitudes toward women in business and the professions;
3. To provide a forum for exchange of information related to women in business and the professions;
4. To facilitate training, education and research about women in business and the professions; and

5. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted by these Articles of Incorporation or by law.

**ARTICLE V:** The directors of the Corporation, other than the initial Board of Directors provided for in these Articles of Incorporation, shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

The names and addresses of the persons who are the initial directors of the corporation are as follows:

Robinson Bruner, Natalie  
14351 NE 4th Ave  
Miami, FL 33161

Talbert, Michelle, Y.  
440 NW 115th Way  
Coral Springs, FL 33071

Harrison, Tonya  
2404 SW 164th Ave.  
Miramar, FL 33027

Claudius-Cole, Adrian  
4941 W. Sample Road  
Apt. 304  
Coconut Creek, FL 33073

Dunkley, Portia, J.  
8230 SW 9th Ct.  
North Lauderdale, FL 33068

**ARTICLE VI:** The name and mailing address of the initial Registered Agent is:

Michelle Y. Talbert  
4300 N. University Drive  
Suite F-100  
Lauderhill, FL 33351

**ARTICLE VII:** The Powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 627, Florida Statutes with the following limitations, 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 under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE VIII:**

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

**ARTICLE IX:** The name and address of the Incorporator is:

Michelle Y. Talbert  
4300 N. University Drive  
Suite F-100  
Lauderhill, FL 33351

**ARTICLE X:** The effective date of the Corporation shall be January 1, 2021 (the "Effective Date").

**ARTICLE XI:** The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

**ARTICLE XII:** Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws) or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

**ACCEPTANCE BY REGISTERED AGENT** Having been appointed the Registered Agent of the **SOUTH FLORIDA WOMEN'S BUSINESS COUNCIL, INC.**, and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 20th day of November 2020.

 MICHELLE Y. TALBERT  
REGISTERED AGENT

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

 MICHELLE Y. TALBERT  
INCORPORATOR

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