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CAPITAL CONNECTION, INC.

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THE GFWC VERO BEACH

WOMENS CLUB INC

Signature _____

Requested by: SETH

03/25/21

Name _____

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ARTICLES OF INCORPORATION
OF
THE GFWC WOMEN'S CLUB OF VERO BEACH, INC.
a Florida corporation not for profit

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SECRETARY OF STATE
TALLAHASSEE, FL

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes (the Florida Not for Profit Act), as amended.

ARTICLE I

Name

The name of the corporation shall be THE GFWC WOMEN'S CLUB OF VERO BEACH, INC., (the "Corporation").

ARTICLE II

Purposes

(1) The Corporation shall be a Florida not for profit corporation. The primary purpose for which this Corporation is organized is to work with the General Federation of Women's Clubs, Florida Federation of Women's Clubs, and the community to provide financial support and direct service for the benefit of the Vero Beach community. The Corporation is formed exclusively to operate as a charitable and educational organization within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

(2) Regarding any assets of the Corporation, the general objects and purposes are as follows (provided, that such objects and purposes shall always be consistent with the general objects and purposes set forth in paragraph 1 of this Article II):

(a) To use such assets to further the objects and purposes of the Corporation as set forth in this Article and to the extent that such assets consist of financial assets such as cash, stock, bonds, and other securities, such assets shall be invested and the income generated thereby shall be used to provide for the charitable purpose, to fund the support and services described in this Article II, and to cover the other operating expenses of the Corporation. Any income in excess of the amounts required for these purposes in any one year may be used to make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code or may be added to the principal of the Corporation from time to time in the discretion of the Board of Directors (as defined in Article VIII hereof) to be used to further the Corporations exempt purpose.

(b) In addition, if the Corporation is subject to Section 4942 of the Code, the Corporation shall make grants to charitable organizations qualified as such under Florida law and

Section 501(c)(3) of the Code to the extent necessary for the Corporation to avoid any tax under Section 4942 of the Code.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its bylaws (the "Bylaws"), the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

(1) The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any officers, directors or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or 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, and no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or 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.

(2) 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:

(a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

(b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) by a corporation not for profit organized under the laws of the State of Florida pursuant to Chapters 617 and 607, Florida Statutes.

ARTICLE V
Dissolution

In the event of the liquidation or dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the assets shall be distributed to one or more organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, 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 exclusively public purposes as the Board of Directors may determine.

ARTICLE VI
Incorporator

The name and address of the undersigned incorporator of the Corporation is:

Iliana S. Malaret
Gould Cooksey Fennell, PLLC
979 Beachland Boulevard
Vero Beach, FL 32963

ARTICLE VII
Nonstock Corporation

The Corporation shall not have or issue shares of stock.

ARTICLE VIII
Board of Directors

(1) The authority for all activities and affairs of the Corporation shall be vested in the Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The number of Directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three (3) or more than nine (9). The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this Corporation. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board of Directors. The Initial Directors who shall comprise the initial board of directors (each a "Director" and as to all Directors the "Board of Directors") are as follows:

Charlotte Terry	1534 21 st St. Vero Beach, FL 32960
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Gail R. Alexander	1534 21 st St. Vero Beach, FL 32960
Ilana S. Malaret	1534 21 st St. Vero Beach, FL 32960
Ali Schlitt	1534 21 st St. Vero Beach, FL 32960
Delta Jordan	1534 21 st St. Vero Beach, FL 32960

(hereafter, the "Initial Directors"). The Initial Directors and each Director who succeeds them are hereafter referred to as the "Directors" as to more than one or a "Director" as to one.

ARTICLE IX Officers

The Board of Directors shall appoint such officers as the Board of Directors deems necessary or prudent for the conduct of the affairs of the Corporation or as required in the Bylaws.

ARTICLE X Indemnification and Liability

Subject to any mandatory limitations set forth in the Florida Not for Profit Corporation Act, the Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, indemnify all Directors and officers of the Corporation and, in the discretion of the Board of Directors, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A Director of the Corporation shall under no circumstances have any personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of Directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

ARTICLE XI Location of Principal Office, Registered Office and Agent

(1) The street address of the principal office of the Corporation is 1534 21st Street, Vero Beach, FL 32963.

(2) The street address of the registered office of the Corporation is 979 Beachland Boulevard, Vero Beach, FL 32963.

(3) The name of the registered agent of the Corporation located at the street address of

the registered office is Iliana S. Malaret.

ARTICLE XII
Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Directors.

In witness whereof, the undersigned has hereunto set her hand and seal this 24th day of March 2021.



Iliana S. Malaret, Incorporator

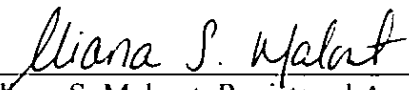
Certificate of Designation
Registered Agent / Registered Office

Pursuant to the provisions of the Florida Statutes, the above-named Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent in the state of Florida.

1. The name of the Corporation is: The GFWC Women's Club of Vero Beach, Inc.
2. The name and street address of the registered agent and office is:

Ilana S. Malaret
Gould Cooksey Fennell, PLLC
979 Beachland Boulevard
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent 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.



Ilana S. Malaret, Registered Agent

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