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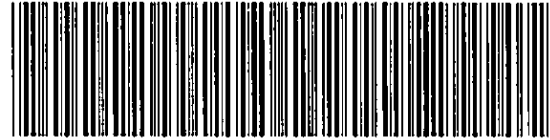
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# KING & WOOD, P.A.

ATTORNEYS AT LAW

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TALLAHASSEE, FLORIDA 32308  
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KIMBERLY L. KING  
EDWARD W. WOOD  
ANNALISE R. KAPUSTA\*  
\*ALSO ADMITTED IN GEORGIA  
ROBERT B. CELANDER  
ELIZABETH J. MAYKUT  
OF COUNSEL  
BOARD CERTIFIED ELDER LAW

TELEPHONE (850) 580-7711  
FACSIMILE (850) 205-4501

April 7, 2022

Florida Division of Corporations,  
New Filings Section (Not-For-Profit Corporation)  
Department of State  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

RE: Incorporation of PROMOTING OPPORTUNITIES FOR WOMEN  
IN EDUCATIONAL RESEARCH, INC., a Florida Not-For-Profit  
Corporation  
Our File No. 2131.000

Dear Florida Division of Corporations Representative:

Regarding the incorporation of PROMOTING OPPORTUNITIES FOR WOMEN IN EDUCATIONAL RESEARCH, INC., a Florida not-for-profit corporation, pursuant to sections 617.0122 and 617.0202, Florida Statutes, please find enclosed the following:

- (i) Cover Letter;
- (ii) Articles of Incorporation (original) and one (1) copy of said Articles; and
- (iii) Filing fee in the form of a check payable to the Florida Department of State in the amount of seventy-eight dollars and seventy-five cents (\$78.75).

Sincerely,



Annalise R. Kapusta

Encl. (as indicated)

K:\POWER, INC. (General Business)\Transmittal Ltr to Division of Corporations.wpd

## COVER LETTER

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

**SUBJECT:** PROMOTING OPPORTUNITIES FOR WOMEN IN EDUCATIONAL RESEARCH, 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:** Annalise R. Kapusta  
\_\_\_\_\_  
Name (Printed or typed)  
  
1701 Hermitage Blvd., Suite 203  
\_\_\_\_\_  
Address  
  
Tallahassee, Florida 32308  
\_\_\_\_\_  
City, State & Zip  
  
850-580-7711  
\_\_\_\_\_  
Daytime Telephone number  
  
annaliskapusta@kingandwoodlaw.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  
PROMOTING OPPORTUNITIES FOR WOMEN IN EDUCATIONAL  
RESEARCH, INC.  
A Florida Not-For-Profit Corporation**

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, makes and adopts the following articles of incorporation:

**ARTICLE I. NAME**

The name of the corporation is as follows: Promoting Opportunities for Women in Educational Research, Inc.

**ARTICLE II. ADDRESS**

The principal address of the corporation at the time of incorporation is 611 Short Street, Tallahassee, Florida 32308.

**ARTICLE III. EFFECTIVE DATE; DURATION**

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State. The duration of this corporation is perpetual unless dissolved according to law.

**ARTICLE IV. PURPOSE**

(a) The general purpose for which this corporation is organized is the transaction of any and all business for which nonprofit corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time, except that the corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the

corresponding section of any future federal tax code.

(b) The specific purposes for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities that this corporation may ultimately conduct, are as follows: This corporation shall connect, support, and advocate for those researchers who identify as women or non-binary in the fields of education and child development. This corporation shall seek to reduce gender inequity in leadership roles and establish a professional network to maximize career advancement and retention.

#### **ARTICLE V. NOT-FOR-PROFIT**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. The property of the corporation is irrevocably dedicated to educational purposes. 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, 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 Third hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

#### **ARTICLE VI. QUALIFICATIONS AND ADMISSION OF MEMBERS**

The corporation shall have a membership distinct from the board of directors. Members shall not in that capacity have the right to vote. The corporation may issue membership certificates, but shall not issue shares of stock. The authorized number and qualifications of the members of the corporation, the

manner of their admission, the different classes of membership, if any, and the privileges and responsibilities of membership, shall be as regulated in the bylaws.

## **ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the corporation's initial registered office is 1701 Hermitage Blvd., Suite 203, Tallahassee, FL 32308, and the name of the corporation's initial registered agent at that address is KING & WOOD, P.A., a Florida corporation.

## **ARTICLE VIII. BOARD OF DIRECTORS**

There shall be a board of directors consisting of at least three (3) individuals but not more than thirty (30) individuals. The initial directors are hereby admitted as members and elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds (2/3) of all the directors then in office. The directors named here as members of the initial board of directors shall hold office until the first meeting of the board at which directors are elected or until their successors are elected and assume their duties:

Sara A. Hart, Ph.D.  
611 Short Street  
Tallahassee, FL 32308

Emily Solari  
2134 Ridgetop Dr.  
Charlottesville, VA 22903

Jill Pentimonti  
600 H St. NE Apt. 436  
Washington, DC 20002

Shayne Piasta  
250 E Whittier  
Columbus, OH 43206

## **ARTICLE IX. OFFICERS.**

The officers of the corporation may consist of a president, a president-elect, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

## **ARTICLE X. BYLAWS.**

The board of directors shall have the power to make, amend, and repeal the bylaws of the corporation (i) by a majority vote of the directors then in office at any regular or special meeting of the board, provided that written notice of intention to amend the bylaws and the text of the proposed amendment have been given at the last preceding meeting or in the notice of the meeting, or (ii) without any such notice by vote of two-thirds (2/3) of all the directors then in office.

## **ARTICLE XI. DISSOLUTION.**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. 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 XII. AMENDMENT OF ARTICLES.**

The board of directors shall have the power to amend these articles of incorporation (i) by a majority vote of the directors then in office at any regular or special meeting of the board, provided that written notice of intention to amend these articles and the text of the proposed amendment have been given at the last

preceding meeting or in the notice of the meeting, or (ii) without any such notice by vote of two-thirds (2/3) of all the directors then in office.

### **ARTICLE XIII. INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY.**

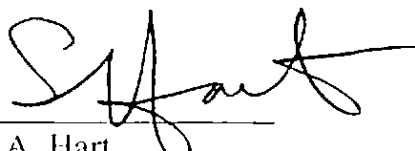
The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Chapter 617, Florida Statutes. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

### **ARTICLE XIV. INCORPORATOR.**

The incorporator's name and address are:

Sara A. Hart, Ph.D.  
611 Short Street  
Tallahassee, FL 32308

The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the laws of Florida, has executed these articles of incorporation on March 25, 2022.

  
\_\_\_\_\_  
Sara A. Hart

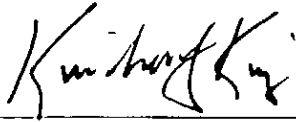
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## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Promoting Opportunities for Women in Educational Research, Inc., a Florida nonprofit corporation, at the place designated in the foregoing articles of incorporation, the undersigned corporation is familiar with and accepts the appointment as registered agent and agrees to act in this capacity pursuant to section 617.0501, Florida Statutes.

KING & WOOD, P.A.,  
a Florida corporation

A handwritten signature in black ink, appearing to read "Kimberly L. King", is written over a horizontal line.

By: Kimberly L. King  
Its: Vice President

K-POWER, INC. (General Business) Articles of Incorporation 03/16/2022.wpd