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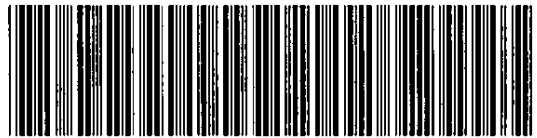
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend to be back  
Articles / n/c  
[Signature]

**COVER LETTER**

*Restated Articles*  
**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Central Florida International Black Women's Congress,

**DOCUMENT NUMBER:** N94000000595

*Restated Articles*  
The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Regenia Miller  
(Name of Contact Person)

Central Florida International Black Women's Congress, Inc.  
(Firm/ Company)

250 Wilshire BLVD, STE # 175  
(Address)

Casselberry, Florida 32707-5583  
(City/ State and Zip Code)

cfcibwc@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Regenia Miller at ( 407 ) 331-5665  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|--|--|---|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**First Amended and Reinstated Articles of Incorporation  
of  
Central Florida International Black Women's Congress, Inc.  
f/k/a  
Central Florida Chapter International Black Women's Congress, Inc**

**FILED**  
2009 AUG 19 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Recitals**

The undersigned, as Secretary of the Central Florida International Black Women's Congress f/k/a Central Florida Chapter International Black Women's Congress, incorporated, does hereby certify that:

The original Articles of Incorporation were filed on January 24, 1994 with the Florida Secretary of State; and

On August 7, 2009, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation as provided in Article XI of the current Articles of Incorporation by a vote of the majority of all the members of the Board of Directors, and

any amendments to these amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.100 (4), Florida Statutes and there are no discrepancies between the Corporation's Articles and these Amended and restated Articles of Incorporation other than inclusion of these amendments and other matters of historic interest.

Now, therefore, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME/REGISTERED OFFICE**

**The name of this Corporation shall be:**

Central Florida International Black Women's Congress, Inc.

**ARTICLE II  
BUSINESS ADDRESS**

**The principal place of business is:**

250 Wilshire Road, Suite 175, Casselberry, FL 32707

### **ARTICLE III PURPOSE**

The purpose of Central Florida International Black Women's Congress, Inc. is to provide education, cultural, social and recreational programs to the economically disadvantaged and underserved in the Central Florida area; to assist in the provision of services to senior citizens, youth and families to enhance their quality of life.

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3)-exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### **ARTICLE IV LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of Central Florida International Black Women's Congress, Inc., shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;
2. No substantial part of the activities of Central Florida International Black Women's Congress, Inc., shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, Central Florida International Black Women's Congress, Inc. shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

### **ARTICLE V ELECTION/APPOINTMENT OF DIRECTORS**

Directors shall be elected by the Board members at the annual meeting of the Board of Directors. Directors of the initial Board shall serve for a period of 3 years, at which time they may be re-elected or their successors will be duly qualified and elected, or removed as provided in the By-Laws.

The eligibility, rights and obligations of the members will be determined by the Corporation's By-Laws. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined by the Corporation's By-Laws. No director shall have any right, title, or interest in or to any property of the Corporation. The Board of Directors shall consist of no less than 3 persons. The name and addresses of the initial Board of Directors are as follows:

**Director/Chair**

Elaine Cauthen, Assistant Director  
Health Council of East Central Florida  
1539 Thornhill Circle  
Oviedo, FL 32765

**Director /Vice-Chair**

Denise Williams, Field Trainer & Insurance Agent  
Bankers Life & Casualty Company  
312 Bahia Circle  
Longwood, FL 32750

**Director/Secretary**

Carol Tucker, Technical Engineer  
FDN/NUVOX, Maitland FL  
943 Monroe Harbor PL  
Sanford, FL 32773

**Director/Treasurer**

Albertha Sheppard, Retired Office Manager  
University of Central Florida  
1971 Sipes Ave.  
Sanford, FL 32771

**Director/Executive Director:**

Regenia Miller  
917 Waybourne Way  
Lake Mary, FL 32746

**Director:**

Pastor Ted Freeman  
Pastor at Coalition for the Homeless  
5174 Signal Hill Rd.  
Orlando, FL 32808

**Director:**

Mr. Roger Kelly, CLU.CHFC  
CEO – Eagles Enterprise  
6310 Gamble Dr.  
Orlando, FL 32818

**Director:**

Christopher Martin, Commercial Senior Analyst  
Royal Bank of Canada  
13139 Social Lane  
Winter Garden, FL 34787

**Director:**

Dr. Gayle Porter, Psychologist & Co-Author  
668 Shorehaven Dr.  
Poinciana, FL 34759

**Director:**

Dr. Marilyn Gaston, M.D.  
Retired U.S. Assistant Surgeon General & Co-Author  
668 Shorehaven Dr.  
Poinciana, FL 34759

**Director:**

Dr. Leslie Sue Lieberman, Ph.D., Director  
Women's Research Center UCF  
P. O. Box 161990  
Orlando, FL 32816-1990

**Director:**

Dr. Anna Lizama Clark, M.D.  
Central Florida Medical Society  
OB/GYN, Sex Therapy, Fitness/Wellness  
3740 S. Lake Orlando Pwky  
Orlando, FL 32808

**Director:**

Gail Ward, Retired Public School Teacher  
2942 Jeanette Cove  
Oviedo, FL 32765

**Director:**

Nicole Davis, Operations Manager, Avaya, Inc  
2400 Home Again Rd.  
Apopka, FL 32712

**Director:**

DeLaine Priest, Associate Vice President  
Student Development and Enrollment Services  
University of Central Florida, 216 Howard Phillips Hall  
P.O. Box 161910  
Orlando, Florida 32816-1910

**Director:**

Jean Brown, Sales Consultant  
2317 Roanoke CT  
Lake Mary, FL 32746

**ARTICLE VI**

**DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Corporation as provided in the By-Laws.

**ARTICLE VII**

**DISSOLUTION**

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, 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 VIII**

**INCORPORATORS**

The names and addresses of the incorporators are as follows:

Corine Varn Wilson  
1073 Chesterfield Circle  
Winter Springs, FL 32708

Kathy Booker  
30 Cardomon Drive  
Orlando, FL 32825

Beverly J. Robinson  
P.O. Box 492051  
Leesburg, FL 34749

Jacqueline Bailey  
332 E. Citrus Street  
Altamonte spring, FL 32701

Constance Anderson  
2480 Crawford Dr.  
Sanford FL 32771

#### ARTICLE IX REGISTERED AGENT

The name of the Registered Agent shall be Regenia S. Miller, an individual resident of the State of Florida. The mailing address of the Registered Agent shall be 250 Wilshire Blvd., STE 175, Casselberry, FL 32707.

The undersigned, constituting the Secretary of this Corporation, has executed these First amended and Restated Articles of Incorporation this 11 day of August, 2009.

County of Seminole

Before came, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared to me well known to be the person described as Secretary of the Central Florida International Black Women's Congress, Inc. Corporation, and who executed the foregoing first Amended and Restated Articles of Incorporation, and acknowledged before me that he/she executed these First amended and Restated Articles of Incorporation

  
Secretary

  
Notary

