

N95000000436

1322 24th Avenue North
St. Petersburg, FL 33704
September 25, 1994

Jim Smith, Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

4000001343114
-12/01/94--01085--001
*****43.75 *****43.75

4000001343114
-12/01/94--01085--002
*****35.00 *****35.00

Gentlemen:

Attached are two signed copies of the **ARTICLES OF INCORPORATION OF Matrix, A Community of Women, Inc.** a not-for-profit corporation organized under Chapter 617, of the Florida Statutes.

The Articles have been signed and notarized. Also enclosed is a check for ^{\$ 74.75} ~~\$35.00~~ to cover the necessary filing fee. Please return one executed copy of the Articles upon approval.

For your information we have also enclosed a copy of reservation number R9400004213 indicating reservation of our name by the Secretary of State, Division of Corporations

If you should have any questions please feel free to contact me.

Sincerely,

Jane L. Harper

Jane L. Harper
Incorporator

In

Enclosures (3)

to state
[Signature]
11/30

*P.O. for address
did Tallahassee
State Sec. [Signature]*

95 JUN 27 AM 10:51
FBI
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 7, 1994

JANE L. HARPER
1322 24TH AVE. NORTH
ST. PETERSBURG, FL 33704

The name MATRIX, A COMMUNITY OF WOMEN, INC. has been reserved for 120 days beginning September 7, 1994. The reservation number is R94000004213 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 994A00040373



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 5, 1994

JANE L. HARPER
1322 24TH AVENUE NORTH
ST. PETERSBURG, FL 33704

SUBJECT: MATRIX, A COMMUNITY OF WOMEN, INC.
Ref. Number: W94000025812

We have received your document for MATRIX, A COMMUNITY OF WOMEN, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please list the title(s) of each officer in your document.

Please provide complete business street addresses for the directors, officers and incorporators.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 294A00051756

MATRIX, A Community of Women
P.O. Box 7660
St. Petersburg, FL 33734-7660

January 21, 1995

Loria Poole, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Poole:

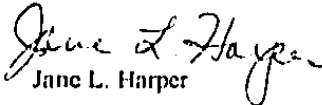
Attached are two signed copies of the Articles of Incorporation of Matrix, A Community of Women, Inc., a not-for-profit corporate organized under Chapter 617, of the Florida Statutes.

The Articles have been signed and notarized. We had submitted a check in the amount of \$78.75 to cover the necessary filing fee under previous cover and have made corrections as per your request (letter 294A00051756 enclosed).

We have also enclosed a copy of reservation number R94000004213 indicating reservation of our name by the Secretary of State, Division of Corporations.

If you have any further questions, please feel free to contact me.

Sincerely,


Jane L. Harper

President

nsg

Enclosures: 4

ARTICLES OF INCORPORATION

OF

Matrix, A Community of Women, Inc.

TALLAHASSEE, FLORIDA

55 JUN 27 AM 10:51

FILED

ARTICLE I Name.

The name of the corporation shall be: Matrix, A Community of Women, Inc.

ARTICLE II Principle Office.

The principle office will be 1322 24th Avenue North, St. Petersburg, Florida 33704. The mailing address is P.O. Box 7660 St. Petersburg, Florida 33734-7660.

ARTICLE III Duration.

The duration of the Corporation is perpetual.

ARTICLE III Purposes.

The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. Matrix, A Community of Women, Inc. is comprised of a diverse community of women and girls who work cooperatively to promote social change through the social, psychological and spiritual development and physical health of women and girls via community services, educational activities and women and girl oriented programs.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV Members.

Section 1. The Corporation shall have members, who shall be any woman who volunteers time, participates in a sponsored program, or who contributes to our efforts in any way. The Board of Directors may establish additional criteria for eligibility or may waive membership qualifications in individual circumstances as it deems necessary.

Section 2. The corporation shall have two classes of members, Regular Members and Affiliate Members. Members may receive privileges as determined by the Board of Directors.

Section 3. All Regular members of Matrix, A Community of Women, Inc. are eligible to cast one vote and may receive other benefits as determined by the Board of Directors.

Section 4. A member may resign at any time by notifying the Board of Directors.

Section 5. The dues, if any, shall be determined in the By-Laws.

Section 6. The Corporation shall strive to have a membership that is diverse in race, age, economic background, and abilities.

Section 7. The Corporation shall keep a written record of each member's name and address.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Penny Levin, Attorney

1414 Rose Court

Melbourne, FL 32935

Article VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have no less than 3 members whose name and addresses are (see attached list). The number of directors may be raised or lowered by amendment of the bylaws but in no case be less than three. The Board Directors are appointed by the Regular Membership at the Annual Meeting of the corporation for a one year term.

Jane L. Harper, 1322 24th Avenue North, St. Petersburg, FL 33704

Diane L. McKinstry, 282 Catalan Blvd, N.E., St. Petersburg, FL 33704

Marilyn A. Naas, 858 27th Avenue North, St. Petersburg, FL 33704

ARTICLE VII Officers.

The officers of the Corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

| | |
|-----------|--|
| President | Jane L. Harper, 1322 24th Avenue North, St. Petersburg, FL 33704 |
| Treasurer | Diane L. McKinstry, 282 Catalan Blvd, N.E., St. Petersburg, FL 33704 |
| Secretary | Marilyn A. Naas, 858 27th Avenue North, St. Petersburg, FL 33704 |

ARTICLE VIII INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

| | |
|--------------|--|
| Incorporator | Jane L. Harper, 1322 24th Avenue North, St. Petersburg, FL 33704 |
| Incorporator | Diane L. McKinstry, 282 Catalan Blvd, N.E., St. Petersburg, FL 33704 |
| Incorporator | Marilyn A. Naas, 858 27th Avenue North, St. Petersburg, FL 33704 |
| Incorporator | A. Sherree Graves, 1322 24th Avenue North, St. Petersburg, FL 33704 |

ARTICLE IX Nonstock Basis.

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of September 1994.

| | | |
|---------------------|---------------|---------------------------|
| Diane L. McKinstry, | Incorporator | <u>Diane L. McKinstry</u> |
| Marilyn A. Naas, | Incorporator | <u>Marilyn A. Naas</u> |
| Jane L. Harper | ,Incorporator | <u>Jane L. Harper</u> |
| A. Sheree Graves | ,Incorporator | <u>A. Sheree Graves</u> |

STATE OF FLORIDA)
Pinellas)

Before me personally appear Diane McKinstry, Marilyn Naas, Jane Harper, & Sheree Graves to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed. all personally known to notary

WITNESS my hand and official seal this 25 day of June, 1994.

Jane J. Miller

Notary Public, State of Florida at Large

My Commission expires:

NOTARY PUBLIC STATE OF FLORIDA

(SEAL)

COM # CC 163789

I accept designation as registered agent:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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:

MATRIX, A COMMUNITY OF WOMEN, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

PENNY LEVIN

1414 ROSE COURT

MELBOURNE, FL 32935

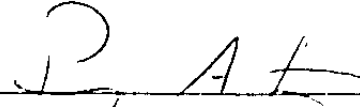
SIGNATURE: 

TITLE: INCORPORATOR

DATE: 11-20-1994

FILED
55 JAN 27 AM 10:51
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE: 

DATE: 11/28/94

1
HAWAII

INCORPORATORS: Matrix, A Community of Women, Inc.

Jane Harper

Harriett Chandler

Linda Lucas

Alma Hubbard

Karen Barr

Karen Pape

Fran Carter

Nell Cotter

Pamela Leavy

Marilyn Nans

Emily Williams

Linda Osmundson

Diane McKinstry

Sheree Graves

Sue Brewer

Patty Callaghan

Penny Levin

Pat Ritz

Joan Wyzenbeck

Erin Shim

Julie Horvath

Kathy Lazear

Joanne Poor

N95000000436

Matrix, A Community of Women, Inc.
P.O. Box 7660
St. Petersburg, Florida 33734-7660
(813)896-2749

August 15, 1995

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

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*****35.00 *****35.00

To Whom it May Concern:

Pursuant to section 617.01201 of the Florida Statutes, Matrix, A Community of Women, Inc. is hereby filing amendments to Articles II and III of our Articles of Incorporation. In compliance with our bylaws, the amendments were formally adopted by a quorum of the Board of Directors at a Special Meeting of the Board of Directors on August 14, 1995. Enclosed is the original completed Department of State's sample article of amendments form plus two attachment pages. Please forward a stamped photocopy of the articles of amendment indicating its receipt by your office. A photocopy is enclosed for this purpose, as well as a check in the amount of \$35.00 made payable to the Florida Department of State.

Thank you for your kind attention to this matter.

Very truly yours,

Jane L. Harper

Matrix, A Community of Women, Inc.
Jane Harper, President

FILED
95 AUG 18 AM 11:55
TALLAHASSEE, FLORIDA

Amend
8/22
JB

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
25 AUG 18 AM 11:55
TALLAHASSEE, FLORIDA

MATRIX, A COMMUNITY OF WOMEN, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Please see Attached.

SECOND: The date of adoption of the amendment(s) was: August 14, 1995

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Matrix, A Community of Women, Inc.
Corporation Name

Jane L. Harper
Signature of Chairman, Vice Chairman, President or other officer

Jane Harper
Typed or printed name

President Title August 15, 1995 Date

ATTACHMENT to Articles of Amendment to Articles of Incorporation of Matrix, A Community of Women, Inc., P.O. Box 7660, St. Petersburg, Florida 33734

FIRST: Amendments Adopted:

ARTICLE II Principle Office is amended in its entirety to read as follows:

The principle office is 1900 9th Avenue North, St. Petersburg, Florida 33704. The mailing address is P.O. Box 7660, St. Petersburg, Florida 33734-7660.

ARTICLE III Purpose is hereby amended in its entirety to read as follows:

The purpose of the corporation is as follows:

A. Said corporation 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 Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

B. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. Matrix, A Community of Women, Inc. is comprised of a diverse community of women and girls who work cooperatively to promote social change through the social, psychological and spiritual development and physical health of women and girls via community services, educational activities and women and girl oriented programs.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, or 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 III hereof.

D. 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.

E. Said corporation is entitled to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

F. Provided, however, and 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 of 1986, 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 of 1986, or the corresponding section of any future federal tax code.

G. In the event of 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

Jane L. Harger
8-15-95

Code of 1986, 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 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.

Jane L. Harper
8-15-95

N95000000436

282 Catalan Blvd. NE
St. Petersburg, FL 33704
813-822-7278

May 2, 1997

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*****35.00 *****35.00

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

Dear Sir or Madam,

Enclosed is a completed form for filing articles of dissolution for the non-profit corporation Matrix, A Community of Women. Also enclosed is the filing fee of \$35.

Sincerely,

Diane L. McKinstry
Diane L. McKinstry

FILED
97 MAY 12 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

vol. diss.

VGW 5-16-97

ARTICLES OF DISSOLUTION

Pursuant to section 617.1403, Florida Statutes, this corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Matrix, A Community of Women, INC.

SECOND: Adoption of dissolution *(Complete Section I or II)*

SECTION I

If the corporation has members entitled to vote:

The date of the meeting of members at which the resolution to dissolve was adopted was April 27, 1997.

(CHECK ONE)

- The number of votes cast for dissolution was sufficient for approval.
- The resolution was adopted by written consent and executed in accordance with 617.0701, Florida Statutes.

SECTION II

If the corporation has no members or members with voting rights:

The corporation has no members or members with voting rights.

The date of adoption of the resolution by the board of directors was _____.

The number of directors in office was _____ and the vote for the resolution was _____ for and _____ against.

Signed this 27 day of April, 1997.

Signature *Diane L. McKinstry*
(By the Chairman or Vice Chairman of the Board,
President or other officer)

Diane L McKinstry
Typed or printed name

President
Title

FILED
97 MAR 12 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA