

WJN

Women In Need

P. O. Box 1435 Orange Park, Florida 32067-1435 ♥ (904) 771-2260

N9500000827  
January 13, 1995  
Transmitted by

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

Dear Sir:

Enclosed please find non-profit Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing; together with our check in the amount of \$70.00 to cover the filing fee and designation of registered agent.

EFFECTIVE DATE

1-23-95

Sincerely,

*Carol Lynne F. Gibson*

Carol Lynne F. Gibson  
President/Founder

~~1-23-95~~  
T. BROWN FEB 21 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 1, 1995

CAROL LYNNE F. GIBSON  
WOMEN IN NEED  
P.O. BOX 1435  
ORANGE PARK, FL 32067-1435

SUBJECT: AA WOMEN'S CARE CENTERS, INC.  
Ref. Number: W95000002249

We have received your document for AA WOMEN'S CARE CENTERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 095A00004215

**ARTICLES OF INCORPORATION  
OF**

**AA WOMEN'S CARE CENTERS, INC.**

FILED  
95 JAN 27 AM 8 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

**EFFECTIVE DATE**  
1-23-95

**Section 1.1 Name:** The name of the not for profit corporation shall be AA Women's Care Centers, Inc.

**ARTICLE II  
Principal Office and Mailing Address**

**Section 2.1 Principal Office and Mailing Address:** The principal place of business and mailing address of this corporation shall be 6693 Arlington Road, Jacksonville, Florida 32211.

**ARTICLE III  
Duration**

**Section 3.1** The duration of this corporation is to be perpetual. Corporate existence shall commence on the date these articles are executed except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

## **ARTICLE IV**

### **Purpose**

**Section 4.1 Purposes:** The purpose for which this not for profit corporation is organized is for the preservation of life and to teach and to proclaim, either orally or written, the Gospel of the Lord Jesus Christ. The purposes are achieved through explaining and providing alternatives to abortion; to teach and to proclaim, by oral and written means, the Gospel of the Lord Jesus Christ based on the truths of the Holy Bible, providing scriptural fellowship, guidance and instruction to preserve a clear, separated testimony.

**NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE ARTICLES, THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE EXCLUSIVELY RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1954 OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.**

## **ARTICLE V**

### **Power**

**Section 5.1 Powers.** The powers of the corporation shall remain consistent with the objectives and purposes of the religious and charitable activities of the corporation. This Ministry shall have the power to engage in such activities that constitute business within the areas of religious, benevolent, charitable, literary and educational purposes. The corporation shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501 (c) (3), and whose contributions are deductible pursuant to Section 170 (c) (2) of the Internal Revenue Code of 1954, or corresponding provisions earnings or assets shall inure to the benefit of any private member, except for reasonable compensation for services actually rendered.

## **ARTICLE VI Membership**

**Section 6.1 Qualification of Membership.** The qualification of the members and the manner of their admissions shall be approved by a majority vote of the Board of Directors. The active Board of Directors and Officers shall act as the majority for qualification and admission of new members.

## **ARTICLE VII Management**

**Section 7.1 Management.** The President of the corporation will manage the business of the corporation and shall have direct and day-to-day operational responsibilities for the corporation. The President is elected at each annual meeting of the corporation and answers to the Board of Directors.

**Section 7.2 Officers.** The names are of the officers who are to serve until the first election or appointment under these Articles of Incorporation are:

Carol Lynne F. Gibson  
Daythel Stokes  
Faye Moody

President  
Vice President  
Secretary\Treasurer

## **ARTICLE VIII Directors**

**Section 8.1 Directors.** The Board of Directors is that group of persons vested with the management of the business and aff

airs of the Corporation, subject to the law, the Articles of Incorporation and the By-Laws. The Board of Directors constitute the sole voting membership of the corporation. The manner in which the directors shall be elected or appointed shall be stated in the by-laws.

The name and street address of the initial directors of this corporation, who shall hold office for the first year or until his/her successors are elected and have qualified shall be:

Carol Lynne F. Gibson

51 River Road  
Orange Park, Florida 32073

Daythel Stokes

4315 Smugglers Way  
Jacksonville, Florida 32210

Faye Moody

9241 5th Avenue  
Jacksonville, Florida 32208

**Section 8.2 Number of Directors.** The number of Directors of this Corporation shall not be less than three at any time. The number of Directors may vary from time to time between a minimum of three and a maximum of six with the amount to be determined by the two-thirds of the incumbent Directors. The active Board of Directors shall constitute the voting membership of the corporation.

**Section 8.3 Compensation:** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of

the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

**Section 8.4 Indemnification:** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE IX**

##### **Initial Registered Agent and Address**

**Section 9.1 Name and Address:** The name and street address of the initial registered agent of the corporation is Gregory V. Hardee, Esquire.

863 South Lane Avenue, Jacksonville, Florida 32205

#### **ARTICLE X**

##### **Incorporator**

**Section 10.1 Name and Address:** The name and address of the

incorporator of this corporation is Carol Lynne F. Gibson, 51 River Road,  
Orange Park, Florida 32073

**ARTICLE XI**  
**Bylaws**

**Section 11.1 Bylaws:** The initial bylaws of this corporation shall be adopted by the Board of Directors.

**ARTICLE XII**  
**Amendment**

**Section 12.1 Amendment:** This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any right conferred upon the shareholders is subject to this



reservation.

IN WITNESS WHEREOF, the incorporator has executed these  
Articles of Incorporation as of January 23, 1995.

Carol Lynne F. Gibson

Carol Lynne F. Gibson

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, 607.0501 and 607.0505, Florida  
Statutes, the following is submitted:

AA Women's Care Centers, Inc. desiring to organize under the laws of  
the State of Florida, hereby designates Gregory V. Hardee, Esquire, as its  
Registered Agent to accept service of process within the State of Florida,  
and the address of its registered office shall be 863 South Lane Avenue,  
Jacksonville, Florida 32205.

Dated as of January 23, 1995

Gregory V. Hardee  
Gregory V. Hardee, Esq.

FILED  
JAN 27 PM 8 23  
1995  
CLERK

Having been named as registered Agent 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.

Dated as of January 23, 1995

Gregory V. Hardee  
Gregory V. Hardee, Esq.