

1201 HAYS STREET
TALLAHASSEE, FL 32301

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ACCOUNT NO. : 072100000032

REFERENCE : 587702 6099A

AUTHORIZATION :

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ORDER DATE : May 1, 1995

ORDER TIME : 10:0 AM

ORDER NO. : 587702

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

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DOMESTIC FILING

NAME: FEMALE AND SAFE, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 MAY -1 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
95 MAY -1 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FEMALE AND SAFE, INC.

The undersigned, acting as incorporator of a corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be FEMALE AND SAFE, INC. (hereinafter the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation will be 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

ARTICLE III

PURPOSES

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, amended.

ARTICLE IV

PROHIBITED ACTIVITIES

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

MEMBERSHIP

This Corporation shall have no members.

ARTICLE VI

CORPORATE DURATION

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation located at such address is Martin V. Katz, Esq.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The Board of Directors shall be elected or appointed in accordance with the Bylaws of the Corporation, provided the number of directors shall be no less than three (3) (or such other number as may be required by law) at all times.

Section 2. Officers. The officers of this Corporation shall be elected annually by the Board of Directors for a one (1) year term and shall consist of a President, a Secretary, a Treasurer and such additional officers as may be provided in the Bylaws of this Corporation.

Section 3. Employment of Staff. The Board of Directors may retain a staff, including an Executive Director, to conduct day to day management and supervision of Corporation affairs, consistent with policy and directions set by the Board, and with the Bylaws.

ARTICLE IX

AMENDMENT OF BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, as amended, the Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE XI

DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in

such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

By: 

MARTIN V. KATZ

030395-1
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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAY -1 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THAT FEMALE AND SAFE, INC. BEING ORGANIZED AS A CORPORATION
NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
INITIAL REGISTERED OFFICES AT 625 NORTH FLAGLER DRIVE, NINTH
FLOOR, WEST PALM BEACH, FLORIDA 33401 HAS NAMED MARTIN V. KATZ,
ESQ. AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE
CORPORATION WITHIN THE STATE OF FLORIDA.

By: 
MARTIN V. KATZ

Dated: 4/27/95

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE RESPONSIBILITY TO ACT IN THIS
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA
STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE AND FURTHER ACCEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


MARTIN V. KATZ, ESQ.
REGISTERED AGENT

DATED: 4/27/95