



N9600003253

June 13, 1996

**GULF COAST
LEGAL
SERVICES,
INC.**

JOHN P. CUNNINGHAM, ESQ.
EXECUTIVE DIRECTOR

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

RE: New Corporate Filing

Dear Sir/Madam:

TO PROVIDE
CIVIL LEGAL ASSISTANCE
TO PERSONS WHO
ARE WITHOUT
ADEQUATE MEANS TO
EMPLOY OTHER COUNSEL

Enclosed please find an original and one copy of
the Articles of Incorporation of Neighborhood Women of
Sarasota, Inc., and a check in the amount of \$122.50 to
cover the cost of the filing fee.

If there are any questions, please contact the
undersigned. Thank you for your assistance.

Yours very truly,

April Charney
April Carrie Charney
Managing Attorney

/ce

Enclosures

cc Virginia B. Newman

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96 JUN 17 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO:

1) 641 First Street South
St. Petersburg, FL 33701
(813) 821-0726
FAX (813) 821-3140

2) 501 First Avenue North
Fifth Floor, Suite 501
St. Petersburg, FL 33701
(813) 822-2005
FAX (813) 822-2243

3) 114 South Missouri Avenue
Suite 109
Clearwater, FL 34616
(813) 443-0657
FAX (813) 461-9160

4) Schoenbaum Human
Services Center
1750 - 17th Street
Building 1
Sarasota, FL 34234
(941) 366-1746
FAX (941) 366-2314

5) 410 - 12th Street West
P.O. Box 1373
Bradenton, FL 34205
(941) 746-6151
FAX (941) 746-3661



A United Way Member Agency

South Sarasota County call 1-800-780-1746

6-19-96
162

ARTICLES OF INCORPORATION

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OF

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NEIGHBORHOOD WOMEN OF SARASOTA, INC. SECRETARY OF STATE
A Florida "Not for Profit" Corporation TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

1. NAME OF CORPORATION:

The name of the corporation is Neighborhood Women of Sarasota, Inc.

2. PRINCIPAL OFFICE:

The principal office of the corporation is located at 3339 King Blvd., Sarasota, Florida 34234.

3. MAILING ADDRESS:

The mailing address of the corporation is c/o Gladys Stephens, 3339 King Blvd., Sarasota, Florida 34234.

4. REGISTERED AGENT

The name of the registered agent of the corporation is Gladys Stephens, 3339 King Blvd., Sarasota, Florida 34234.

5. DURATION/MEMBERSHIP:

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

6. BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

7. CORPORATE PURPOSES

The purpose of which the corporation is to be formed is for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, providing assistance to low income persons living in Sarasota, Florida for the purpose of enabling these families to achieve economic self-sufficiency concentrating on establishing resources for developing employment skills, job training, education, child care, transportation, medical, dental and mental health care, and on developing a network of community service providers, including individuals, agencies and organizations, public, private and religious, dedicated to addressing the needs for such persons living in federally assisted housing to become economically self-sufficient and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the corporation, or any laws applicable thereto.

8. 501(c)(3) LIMITATIONS:

a. **CORPORATE PURPOSE:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

b. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

c. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall insure to the benefit of any individual.

d. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in, any political campaign on behalf of any candidate for public office.

e. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the attorney general or by any person concerned in the liquidation.

f. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "Private foundation" within the meaning of Section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

9. INDEMNIFICATION

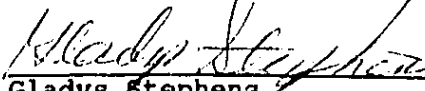
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceedings of reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suite or proceedings, or in connection with any appearance therein, except action, suite or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

10. INCORPORATOR

In witness whereof, the undersigned, Gladys Stephens, hereby executes the Articles of Incorporation as Incorporator.

EXECUTION

The preceding and foregoing Articles of Incorporation are hereby executed by the incorporator on this 2nd day of May, 1996.


Gladys Stephens
3339 King Blvd.
Sarasota, Florida 34234

STATE OF FLORIDA


COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments, personally appeared Gladys Stephens, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of May, 1996.



CAROLYN E. ELVESTROM
MY COMMISSION # CC411780 EXPIRES
October 5, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public, State of Florida
Carolyn Elvestrom
Commission No.: 411780

My Commission Expires:

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I, Gladys Stephens, hereby accept my appointment as registered agent for the Neighborhood Women of Sarasota, Inc., a Florida not-for-profit corporation.

Date: May 2, 1996


Gladys Stephens

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TALLAHASSEE, FLORIDA