

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Articles

1.) Women Elected to Municipal Government in
(CORPORATE NAME & DOCUMENT #) Florida, Inc.

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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION
OF
WOMEN ELECTED TO MUNICIPAL GOVERNMENT IN FLORIDA, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be as follows:

"Women Elected to Municipal Government in Florida, Inc."

The principal place of business of this corporation shall be as follows:

3528 Majestic Oaks Drive
Jacksonville, Florida 32277

The mailing address of this corporation shall be as follows:

c/o George M. Jirotko Esquire
Fowler, White, Gillen, Boggs,
Villareal and Banker, P.A.
601 Cleveland, Suite 800
Clearwater, Florida 33755

or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II
Purposes

(a) The general nature, objects and purposes for which this corporation is exclusively organized and operated are:

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- (i) To encourage active involvement and full participation of women officials in the organization and policy-making process and programs concerned with municipal government and women's issues;
- (ii) promote issues of interest to women and the status of women in our cities;
- (iii) establish liaisons with other organizations concerned with municipal government and women's issues.

This corporation shall receive and maintain funds or real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its exempt purpose.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) of the Internal Revenue Code or the regulations issued thereunder, or the regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal

Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purpose.

ARTICLE III Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V
Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
George M. Jirotko, Esquire	Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. 601 Cleveland Street, Suite 800 Clearwater, FL 33755

ARTICLE VII
Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors

present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII
Initial Board of Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Jean M. Halvorsen	79 Royal Palm Circle Largo, FL 33778
Janet P. Hoppe	19400 Gulf Boulevard Indian Shores, FL 33785
Helen Ludwig	3528 Majestic Oaks Drive Jacksonville, FL 32277

ARTICLE IX
Registered Office and Registered Agent

The name of the corporation's initial registered agent is George M. Jirotko, Esquire, and the street address of the corporation's initial registered office is 601 Cleveland Street, Suite 800, Clearwater, FL 33755. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

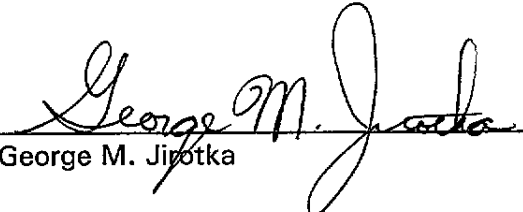
ARTICLE X
Bylaws

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

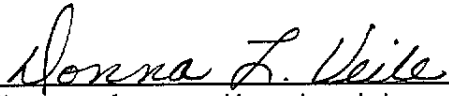
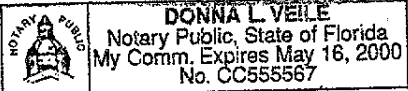
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses
and purposes therein stated.


George M. Jirotko

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of March, 1998,
by George M. Jirotko, who is personally known to me.

SEAL:


(Signature of person taking acknowledgment)


(Name typed, printed or stamped)

(Notary Public) or (Military Officer's Rank)

Serial Number if Military Officer

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature


George M. Jirotko
Registered Agent

Dated:

March 17, 1998

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TALLAHASSEE, FLORIDA