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NAME: WOMEN IN TRANSITION CLUB, INC.

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**ARTICLES OF INCORPORATION
OF
WOMEN IN TRANSITION CLUB, INC.
(A Not-For-Profit Corporation)**

The undersigned, acting as Incorporator of WOMEN IN TRANSITION CLUB, INC., a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be WOMEN IN TRANSITION CLUB, INC. The initial principal office and the mailing address shall be C/O Northern Trust Bank, 301 Yamato Road, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The purpose of the Corporation is to assist women by providing a venue for the promotion of learning experiences for women who are divorced, widowed, changing careers, caring for an ailing spouse or relocated to Florida, so they can learn from professional speakers on a wide variety of topics deemed important by the Board of Directors and the members, and in furtherance thereof, to operate exclusively within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended.

Prepared by: Jeffrey A. Baskies, Esq., FL Bar #897884
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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ARTICLE III**POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized.

ARTICLE IV**LIMITATIONS**

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on 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.

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)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

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ARTICLE VDISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

The name of the Incorporator of this Corporation is Catherine A. Zieman, and the address of said Incorporator is C/O Northern Trust Bank, 301 Yamato Road, Boca Raton, Florida 33431.

ARTICLE VIIOFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the Bylaws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII**BOARD OF DIRECTORS**

A. The number of persons constituting the initial Board of Directors shall be six (6). The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Catherine A. Zielemann	C/O Northern Trust Bank 301 Yamato Road Boca Raton, Florida 33431
Doris Delzio	C/O Northern Trust Bank 301 Yamato Road Boca Raton, Florida 33431
Rona Castan	2673 N.W. 64th Blvd. Boca Raton, Florida 33496
Marilyn Mades	401 N.E. Mizner Blvd. Suite #801 Boca Raton, Florida 33432
Dorothy Snyder	899 E. Jeffery Street Apartment 805-1 Boca Raton, Florida 33487
Micki Alpern	899 E. Jeffery Street Apartment 712-1 Boca Raton, Florida 33487

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less

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than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IX

BYLAWS

Bylaws shall be adopted, altered amended or repealed by majority vote of the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is C/O Northern trust Bank, 301 Yamato Road, Boca Raton, Florida 33431, and the name of the registered agent of the Corporation at that address is Catherine A. Zieman.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 3 day of March, 1998.


CATHERINE A. ZIEMAN

SENT BY: RUDEN MCCLOSKEY

; 3-10-98 2:35PM ;

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, CATHERINE A. ZIEMAN, hereby accept the appointment as the registered agent of
WOMEN IN TRANSITION CLUB, INC. as made in the foregoing Articles of Incorporation.


CATHERINE A. ZIEMAN

Dated: 3/2/98

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