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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requestor's Name

Address

City

State

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Phone

VALIDATION ONLY

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CORPORATION(S) NAME

Birthworks, INC.

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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
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K. Roffe APR 21 1998



Empire Toll Free: 1-800-432-3028

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98 APR 21 AM 10:22
DIVISION OF CORPORATION

Articles of Incorporation of
BIRTHWORKS, INC.
A Florida Not-for-Profit Corporation

FILED
98 APR 21 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of a Corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation of **BIRTHWORKS, Inc.**

Article I: Name and Duration

The name of the corporation shall be: **BIRTHWORKS, Inc.** which shall be a non-stock, not for profit corporation organized under the laws of the State of Florida. This corporation is to exist perpetually commencing on October 1st and ending on September 30th of the following year.

Article II: Purpose and Objectives

Pursuant to Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Tax Exemption Code of 1954 and corresponding sections of the any future law, or to federal, state, and local government, **BIRTHWORKS, Inc.** is organized solely for charitable, religious, educational and scientific purposes to:

- 1) Empower families to achieve a healthy pregnancy and positive birth experience;
- 2) Teach effective parenting styles through comprehensive health education and support services;
- 3) Provide professional DOULA services for labor during the postpartum period.

Article III: Principal office

The initial street address of the principal office of this corporation shall be:
1414 Lucerne Avenue, Suite 2, Lake Worth, Florida 33460

Article IV: Registered Agent and Office

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and office in the State of Florida to be:

Elizabeth Weiss, 336 Kenilworth Blvd., West Palm Beach, FL 33405

Article V: Corporate Powers

Pursuant to the objectives described above and according to the corporate powers set forth in the bylaws, the corporation shall have the power to:

- a) Contract or employ outside agencies or individuals to effectuate its goals;
- b) Elect or appoint officers to the Board of Directors to allow the number to be no less than three (3) and no more than seven (7);
- c) Contract or hire an executive director for daily running of the affairs of the organization and provide him/her adequate and competitive salary as such position will require;
- d) Sue and be sued, be represented by legal counsel in all actions and proceedings against its corporate name to the same extent as a natural person;
- e) Lease, sell, purchase, receive by gift or donations, acquire, own, hold, improve, share and personal property, have offices in order to carry out its daily operations, and exercise the powers within the realm of Florida Laws, and other states as well as foreign territory or district;
- f) Set up grants and scholarships and make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;
- g) Lend, borrow money, accept or receive money or grant through gift or donations for the welfare of its members;
- h) Purchase, sell, mortgage, use, employ, contract, subscribe to or otherwise acquire shares or interests of other or similar organizations or associations whether national or international whether for profit or not for profit;
- i) Merge, consolidate, or combine with similar corporations not for profit whether national or international provided the joint venture results in a corporation not for profit;
- j) Have and exercise all power necessary to effect any or all the purposes for which the corporation is organized;
- k) Change, amend, alter or repeal the bylaws as it deems necessary by the founder and one co-founder;
- l) Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words "Corporation Not For Profit";
- m) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; and
- n) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

Article VI: Board of Directors

Section 1.

The governing body of this organization shall be its Board of Directors which shall be elected, removed, or appointed according to the founders and/or bylaws of the corporation. The initial Board of Directors shall consist of the primary founder, three co-founders and the following five members named below:

- | | | |
|----|--|---|
| 1. | Cynthia Lynch-Howard
Founder/Director | 315 Evergreen Drive
Lake Park, FL 33403 |
| 2. | Elizabeth (Nicki) Weiss
Co-founder/Director | 336 Kenilworth Blvd.
West Palm Beach, FL 33405 |
| 3. | Gail Stiebel Douma
Co-Founder/Director | 2845 Foxhall Dr. West
West Palm Beach, FL 33417 |
| 4. | M. Evelyne LaFalaize
Co-Founder/Director | 9780 Pineapple Tree Dr. #209
Boynton Beach, FL 33436 |
| 5. | Virginia Williams
Chair / Director | 1025 North "K" Street
Lake Worth, FL 33460 |
| 6. | Angela Brown
Vice Chair /Director | 702 Clearlake Avenue
West Palm Beach, FL 33401 |
| 7. | Beverly Otto, ARNP, CNM
Director | 4886 Lake Worth Road
Greenacres, FL 33463 |
| 8. | Berto Lopez, MD
Director | 1500 N. Dixie Hway
West Palm Beach, FL 33401 |
| 9. | Violet Goldman, CBE
Director | 15075 Witney Road, #114
Delray Beach, FL 33484 |

Section 2.

Except for the initial Board of Directors, which consist of the primary founder, three co-founders and the five voluntary members, the number of directors shall be no less than three (3) and no more than seven (7). The officers of this corporation shall consist of the following: a chairperson, a vice chairperson, a secretary / treasurer, which can be one individual who shall be elected and hold office as shall be prescribed in the bylaws of the corporation.

Article VII: Incorporators

The name and address of each incorporator is:

1. Cynthia Lynch-Howard, 315 Evergreen Drive, Lake Park, FL 33403
2. Elizabeth Weiss, 336 Kenilworth Blvd., West Palm Beach, FL 33405
3. Gail Stiebel Douma, 2845 Foxhall Dr. West, West Palm Beach, FL 33417
4. M. Evelyne LaFalaize, 9780 Pineapple Tree Dr. #209, Boynton Beach, FL 33436

Article VIII: Bylaws and Amendments

Section 1.

The bylaws of this organization shall be amended or altered by two thirds (2/3) majority vote of the voting members of the board present, at any regular or specifically called for meeting for that purpose provided the proposed action shall be made available at least fourteen (14) calendar days prior to the scheduled meeting.

Section 2.

The Articles of Incorporation of this corporation may only be amended by the founder and one of the three co-founding members of this corporation to include or add any change which the Board of Directors may need to effectuate the affairs of the organization either at a regular or a special meeting called for that purpose provided the proposed change shall be made available fourteen (14) calendar days in advance outlining the actual article that is to be amended or changed.

Article IX: Subscriber

The name and street address of the subscriber to this corporation is as follows:

Cynthia Lynch-Howard, 315 Evergreen Drive, Lake Park, FL 33403

Article X: Indemnification

The corporation shall indemnify any of its officers, directors, or employee, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

Article XI: Prohibited Activities

The corporation shall not:

1. Engage in any act of "self-dealing," as defined in Section 26, U.S.C.A. 4941 (d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4941 (1);
2. Retain any "excess business holdings," as defined in Section 26 U.S.C.A. 4943 (c) which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4943 (a);

3. Make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 26 U.S.C.A. 4944, so as to give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4944 (a);
4. Make any "taxable expenditures," as defined in Section 26 U.S.C.A. 4945 (d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4945 (a);
5. Fail during the period it is a "private foundation" as defined in Section 26 U.S.C.A. 509, to distribute, for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 26 U.S.C.A. 4942 (a).

Article XII: Dedication of Assets

The corporation shall dedicate all asset which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the corporation shall dissolve or otherwise terminate its corporate existence, subject to provisions of Chapters 607-617, Florida Statutes, the corporation shall distribute all its existing assets 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 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a state or local government for exclusive public purpose.

IN WITNESS THEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17th Day of April 1998.

Signatures of Incorporators:

Cynthia Lynch-Howard
Cynthia Lynch-Howard
 Founder / Incorporator

M. Evelyn LaFalaize
M. Evelyn LaFalaize
 Co-Founder/Incorporator

Elizabeth Weiss
Elizabeth Weiss
 Co-Founder / Incorporator

Gail Stiebel Douma
Gail Stiebel Douma
 Co-Founder/Incorporator

State of Florida, County of Palm Beach,

The foregoing instrument was acknowledged and sworn to before me this 17th Day of April 1998, by **BIRTHWORKS, Inc.**

Denise Collins
 State of Florida Notary Public

My commission expires on: May 7, 2000



Denise Collins
 MY COMMISSION # CC553192 EXPIRES
 May 7, 2000
 BONDED THIRD TRUST INSURANCE, INC.

Registered Agent Designation

CERTIFICATE DESIGNATING (OR CHANGE) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First - That BIRTHWORKS, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Lake Park, County of Palm Beach, State of Florida, has named **Elizabeth Weiss located at 336 Kenilworth Blvd., West Palm Beach, Florida, 33405, City of West Palm Beach, County of Palm Beach, State of Florida**, as its agent to accept service of process within this state.

Acceptance by Registered Agent:

Having been named to accept service of process for the above stated corporation, as place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

Signature of Registered Agent

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98 APR 21 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA