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May 19, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32399

500002531265-- 8  
-05/21/98--01030--019  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Re: The Women's Club of Lost Lake, INC.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed corporation. Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

John B. McCracken  
John B. McCracken

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Enclosures

Sherry sec of m  
mccracken  
AUTHORIZATION BY PHONE TO  
CORRECT Subject  
DATE 5-26-98  
DOC. EXAM CB

FILED  
98 MAY 21 AM 11:24  
TALLAHASSEE, FLORIDA  
CLERK OF SUPERIOR COURT

**ARTICLES OF INCORPORATION**  
**OF**  
**THE WOMEN'S CLUB OF LOST LAKE, INC.**  
**A Florida Corporation Not for Profit**

**FILED**  
98 MAY 21 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

**ARTICLE I**

Name

The name of this corporation shall be THE WOMEN'S CLUB OF LOST LAKE, INC.

**ARTICLE II**

Initial Registered Office and Agent,  
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at 8177 S.E. Doubletree, Hobe Sound, Martin County, Florida 33455, and the name of the initial Registered Agent of this corporation at said address shall be Constance Frocione. The mailing address of the corporation shall be 8177 S.E. Doubletree, Hobe Sound, Martin County, Florida 33455.

## ARTICLE III

### Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of creating friendships and sharing a common interest in the civic and social welfare of the community and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal

Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. by a corporation exempt from Federal income tax under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

## ARTICLE IV

### Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, supra.

## ARTICLE V

### Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Martin County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

## **ARTICLE VI**

### **Qualification of Members and Advisors**

The Members shall consist of the Incorporators named in Article VIII, infra, and the Directors and officers who shall be nominated and appointed as provided in the By-Laws.

## **ARTICLE VII**

### **Term of Existence**

This corporation shall have perpetual existence.

## **ARTICLE VIII**

### **Names and Addresses of the Incorporators**

The names and addresses of the incorporators are:

Jane Moore  
8105 S.E. Paurotis Lane  
Hobe Sound, FL 33455

Nancy Byram  
8452 S.E. Doubletree Drive  
Hobe Sound, FL 33455

Constance Frocione  
8177 S.E. Double  
Hobe Sound, FL 33455

## ARTICLE IX

### Officers and Times of Their Election

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a Director. Each of such officers shall hold office - until the next annual election or until his successor is chosen and qualified. The names and addresses of the officers who are to serve until the first election are as follows:

Jane Moore  
8105 S.E. Paurotis Lane  
Hobe Sound, FL 33455

President

Nancy Byram  
8452 S.E. Doubletree Drive  
Hobe Sound, FL 33455

Corresponding Secretary

Constance Frocione  
8177 S.E. Double  
Hobe Sound, FL 33455

Treasurer

## ARTICLE X

### Board of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than seven (7). The names and residences of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the

By-Laws are:

Jane Moore  
8105 S.E. Paurotis Lane  
Hobe Sound, FL 33455

Nancy Byram  
8452 S.E. Doubletree Drive  
Hobe Sound, FL 33455

Constance Frocione  
8177 S.E. Double  
Hobe Sound, FL 33455

## **ARTICLE XI**

### **By-Laws**

The first By-Laws shall be made by the Incorporators. All alterations or revisions of the By-Laws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

## **ARTICLE XII**

### **Amendments to Articles of Incorporation**

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these



Articles of Incorporation this 15 day of May, 1998.

Jane Moore  
Jane Moore, Incorporator

Nancy Byram  
Nancy Byram, Incorporator

Constance Frocione  
Constance Frocione, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE WOMEN'S CLUB OF LOST LAKE, desiring to organize under the laws  
INC.  
of the State of Florida as a corporation not for profit, with its Registered Office as indicated  
in the Articles of Incorporation at 8177 S.E. Doubletree, Hobe Sound, Martin County,  
Florida 33455, has named Constance Frocione as its Registered Agent to accept service of  
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Constance Frocione  
Constance Frocione

G:\USERS\ATTYJBM\WOMEN\ARTICLES.

**FILED**  
98 MAY 21 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA