

**CORPORATE
ACCESS,
INC.**

N98000005432

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

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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9/18/98



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Non Profit

1.) W.O.W. Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
98 SEP 18 AM 9:22
DIVISION OF CORPORATION

FILED
98 SEP 21 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"
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9/22/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 18, 1998

CORPORATE ACCESS, INC.
P.O. BOX 37066
TALLAHASSEE, FL 32315-7066

SUBJECT: W.O.W., INC.
Ref. Number: W98000021389

corrected 9/21
NT(i)

We have received your document for W.O.W., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 398A00047309

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 21 PM 2:29
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
WIDOWS OR WIDOWERS, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of Florida, pursuant to Chapter 617 of the Florida Statutes, these Articles of Incorporation for the purpose of forming a not for profit corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

WIDOWERS, INC.

The name of the corporation is WIDOWS OR (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The existence of the Corporation will be perpetual, unless it shall hereafter be dissolved according to law.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

(a) The principal office of the Corporation will be located at 198 Heron Bay Circle, Lake Mary, Florida 32746.

(b) The resident agent of the Corporation is Dominic P. DeSarno, whose address is 198 Heron Bay Circle, Lake Mary, Florida 32746.

**ARTICLE IV
PURPOSE**

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes, to provide through both outreach and social actions a viable support group for widows and widowers and persons who have a spouse living in a nursing home and to minister to its members and to the community at large; to supervise and act as a "consumer watchdog" over nursing homes so as to promote the health, security and happiness of nursing home residents; and to educate its members and the public of the early warning signs of abuse and neglect of nursing home patients, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

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(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue law.

ARTICLE V

POWERS

The Corporation is empowered:

(a) To educate its members and the public of the early warning signs of abuse and neglect of nursing home patients to promote early detection and cessation of such conduct before it causes serious injury, illness or death.

(b) To supervise and to watchdog nursing homes and their residents to insure the health, safety and happiness of nursing homes and to promote the general well-being and conditions of nursing homes through the United States.

(c) To provide a support group for widows and widowers, and spouses and other family members of nursing home patients.

ARTICLE VI

DIRECTORS AND MEMBERS

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) in number, but no more than fifteen (15) Directors, who shall be elected by the members of the Corporation at the Annual Meeting. The Board of Directors and the term for which each shall serve are set forth below:

<u>Name</u>	<u>Term</u>
Minnie Kane	2 years
Morton Henry	2 years
Salvatore Gulli	2 years

The Directors shall serve without compensation.

ARTICLE VIII **OFFICERS**

The officers of the Corporation, as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one year. The secretary and treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>Officer</u>	<u>Name</u>
President	Dominic P. DeSarno
Vice President	Sal Gulli
Secretary	Minnie Kane
Treasurer	Morton Henry

ARTICLE VIII **BYLAWS**

The By-Laws of the Corporation may be adopted by the Directors at any regular meeting or any special meeting called for that purpose so long as they are not inconsistent with the provisions of these Articles.

ARTICLE IX **AMENDMENTS**

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present. Upon such approval, such an Amendment must also be forwarded to the Secretary of State, State of Florida, and filed and approved by him before the same shall become effective.

ARTICLE X **DISSOLUTION**

On a dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable

purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of Sept., 1998.


Dominic P. DeSarno, President

STATE OF FLORIDA
COUNTY OF Seminole

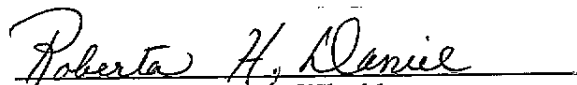
The foregoing instrument was acknowledged before me this 14th day of Sept., 1998, by Dominic P. DeSarno, as President of WIDOWS/, a Florida not for profit corporation, on behalf of the corporation. OR WIDOWERS, INC.

☐ Personally known to me.

☒ Produced identification:

Type: Veteran's Affairs

ID # 09 138 784


Notary Public, State of Florida
Printed name: Roberta H. Daniel
Commission No.: CC 413464
My Commission Expires: 10-13-98



ROBERTA H DANIEL
My Commission CC413464
Expires Oct. 13, 1998
Bonded by ANG
800-888-8878

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

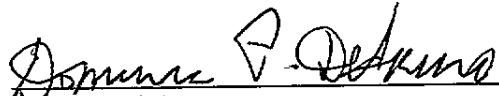
In compliance with Section 48.091, Florida Statutes, the following is submitted:

WIDOWERS, INC.

WIDOWS OR/ desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Lake Mary, State of Florida, has named Dominic P. DeSarno, 198 Heron Bay Circle, Lake Mary, Florida 32746, as agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to 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.



Registered Agent
9/14/98

Date:

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98 SEP 21 AM 7:48
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TALLAHASSEE, FLORIDA