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NAME: WOMEN'S FOOD ALLIANCE OF NORTHEAST FLORIDA, AUDIT  
NUMBER.....H98000018577 DOC TYPE.....FLORIDA NON-PROFIT CORPORATION CERT.  
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**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WOMEN'S FOOD ALLIANCE OF NORTHEAST FLORIDA, INC.**

The undersigned, acting as incorporator for the purpose of forming a Not For Profit Corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be: Women's Food Alliance of Northeast Florida, Inc.

**ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS**

The principal place of business shall be 4705 Riggings Way, Amelia Island, FL 32034 and the mailing address shall be P.O. Box 15182, Fernandina Beach, Florida 32035-3104.

**ARTICLE III - PURPOSES**

The specific purposes for which the Corporation is organized are as follows:

A. To act as the regional organization for all professionals in the food, beverage or hospitality industry ("the industry") and for students currently enrolled in an industry-related educational programs; and

B. To provide its membership with networking, educational, and mentoring opportunities in the industry; and

C. To serve as a resource center for career opportunities in and other information pertaining to the industry; and

D. To assist its members in attaining visibility and recognition for their industry-related accomplishments; and

E. To initiate outreach programs for students enrolled in industry-related programs.

F. To do such other things and perform such other charitable acts to accomplish these purposes as the Board of Directors may determine to be appropriate and are consistent with the powers conferred on Not for Profit Corporations under the laws of the State of Florida.

Prepared by: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, FL 32250  
Florida Bar No. 976563, tel. No. 904/247/9420

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#### ARTICLE IV - BOARD OF DIRECTORS

The manner in which the Board of Directors are elected or appointed shall be set forth in the Bylaws of the Corporation. The initial Board of Directors shall consist of eight (8) members whose names and addresses are as follows:

NAME	ADDRESS
Liz Erickson	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Nancy Lansburgh	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Yvonne Corey	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Patty Hay	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Marlia DeBarros	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Karen Click	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Blanche Koegler	P.O. Box 15182, Fernandina Beach, FL 32035-3104.
Felice Schriftman	P.O. Box 15182, Fernandina Beach, FL 32035-3104.

The number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

#### ARTICLE V - LIMITATION OF CORPORATE POWERS

The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its purposes.

#### ARTICLE VI - DISSOLUTION

In the event of dissolution 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 Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be:  
Leigh Cort, 4705 Riggings Way, Amelia Island, Florida 32034.

#### ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:  
Leigh Cort, 4705 Riggings Way, Amelia Island, Florida 32034.

The undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of October, 1998.

Signature: Leigh Cort  
Print: LEIGH CORT  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Women's Food Alliance of Northeast Florida, Inc.
2. The name and address of the registered agent and office are: Leigh Cort, 4705 Riggings Way, Amelia Island, Florida 32034.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Leigh Cort  
Print: Leigh Cort  
Date: October 4, 1998

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA