

The Women's Project  
P.O. Box 7046  
West Palm Beach, FL 33405  
Phone: 561/659-0202 Fax: 561/367-9775

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Dec. 17, 1998 300002723899--8  
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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam,

Enclosed are the Articles of Incorporation for The Women's Project of Palm Beach County, plus two copies and a \$70 check for the required filing fee. Could you please send one of these copies back in the enclosed self-addressed stamped envelope with a receipt of filing for our records?

If you have any questions, please contact me at 561/659-0202.  
Thank you very much.

Sincerely,

*Carmen Valente*  
Carmen Valentin  
Chair, The Women's Project

*No copies  
Attached*

Carmen GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp. Name  
DATE 1/4/99  
DOC. EXAM Bc

FILED  
98 DEC 28 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK DEC 30 1998.

ARTICLES OF INCORPORATION  
OF  
THE WOMEN'S PROJECT OF PALM BEACH COUNTY  
INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associates themselves for the purpose of forming a Corporation Not for Profit under Chapter 617, Florida Statutes, and certify as follows:

I. NAME:

The name of the corporation, hereinafter called the "Corporation," shall be The Women's Project of Palm Beach County, Inc., and its principal place of business shall be P.O. Box 7046, West Palm Beach, Florida 33405.

II. PURPOSE:

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(8) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(8) of the Internal Revenue Code, or corresponding section of any future federal tax code, and to that end include the transacting of all business for such purpose set forth in Chapter 617 of the Florida Statutes.

Some, but not all, of the purposes included in above are as follows:

1. offering public educational lectures and programs on issues involving women infected and affected by HIV/AIDS as well as HIV prevention for women and girls;
2. organizing accessible social and educational activities for women infected and affected by HIV/AIDS and their families; and
3. working to overcome the stigmatization of HIV/AIDS by raising public awareness and promoting more tolerance, compassion and understanding by encouraging community support for women infected and affected by HIV/AIDS.

III. LIMITATIONS AND RESTRICTIONS:

- A. No part of the net earning of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that this 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 these Articles.

- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(8) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any 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.
- D. Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes with the meaning of Section 501(c)(8) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for a public purpose.

#### IV. INCORPORATION:

The name and address of the incorporator of this Corporation is Carmen Valentin, 940 Alamanda Road, West Palm Beach, Florida 33405.

#### V. MEMBERS:

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

#### VI. DIRECTORS:

- A. The affairs, property and business of the Corporation shall be managed by and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

- B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.
- C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Coretha Moore-Smith  
625 SW 9<sup>th</sup> Street  
Belle Glade, FL 33430

Marlene Levy  
2014 7<sup>th</sup> Court  
Lake Worth, FL 33461

Gayl Dempsey  
1618 Linda Lou Drive  
West Palm Beach, FL 33415

Carmen Valentin  
940 Alamanda Road  
West Palm Beach, FL 33405

Aprial Jefferson  
900 54<sup>th</sup> Street  
West Palm Beach, FL 33407  
33408

Alison St. John  
2503 Appleton Court  
Palm Beach Gardens, FL

Susan Warburton  
3713 Mil Lake Circle  
Lake Worth, FL 33488

Catherine Jim  
905 Southridge Rd, Apt. C-202  
Delray Beach, FL 33444

Julie Pavlon  
6160 La Vida Terrace  
Boca Raton, FL 33433

## VII. OFFICERS:

- A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.
- B. The officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary/Treasurer, and such other officers as may be provided in the Bylaws of the Corporation.
- C. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.
- D. The names of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

Carmen Valentin  
Chairperson

Coretha Moore-Smith  
Vice Chairperson

Marlene Levy  
Secretary/Treasurer

VIII. BYLAWS:

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

IX. AMENDMENTS:

The Articles of Incorporation may be amended by a two-thirds vote of the members present or by proxy at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

X. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS:

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

XI. EXISTENCE:

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

XI. REGISTERED AGENT:

The street address of the initial registered office of this Corporation is: 940 Alamanda Road, West Palm Beach, FL 33405; and the name of the initial registered agent of this Corporation at that address is: Carmen Valentin.

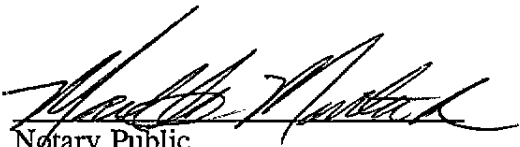
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of December, 1998.

  
Carmen Valentin, Incorporator

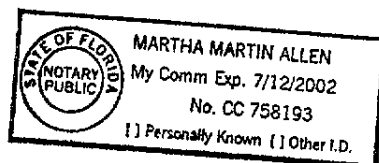
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgement in the County and State aforesaid, personally appeared, and to me known to be persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 23<sup>rd</sup> day of December, AD 1998.

  
Notary Public

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Pursuant to Chapter 617, Florida Statutes, having been named to accept service of process for The Women's Project of Palm Beach County, Inc., at the place designated in the certificate I hereby accept the designation to act in this capacity and agree to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open said office.



Carmen Valentin

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA