

199000-000744

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*BOARD CERTIFIED CIVIL TRIAL AND
BUSINESS LITIGATION LAWYER

February 1, 1999

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*****70.00 *****70.00

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sorooptimist International of St. Petersburg, Florida, Inc.

TO WHOM IT MAY CONCERN:

Enclosed is an original of the Articles of Incorporation for the above referenced not for profit corporation. Also enclosed is a check in the amount of \$70.00 to cover filing fees in the amount of \$35.00 and cost for designation of registered agent in the amount of \$35.00.

Thank you for your assistance and cooperation.

Very truly yours,

POWELL, CARNEY, HAYES & SILVERSTEIN, P.A.

James N. Powell

JNP/lj

Enclosures: a/s

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**SOROPTIMIST INTERNATIONAL
OF ST. PETERSBURG, FLORIDA, INC.**

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the *Florida Statutes*, do agree to the following:

ARTICLE I.
NAME AND ADDRESS

The name of this corporation is **SOROPTIMIST INTERNATIONAL OF ST. PETERSBURG, FLORIDA, INC.**, and its mailing address is 7849 10th Avenue South, St. Petersburg, Florida, 33707.

ARTICLE II.
PURPOSES

Section 1. The Corporation is organized for the purposes of supporting, promoting and originating projects that are comprehensive and international in scope and which falls under the following International Soroptimist aims and goals:

- (a) To maintain high ethical standards in business and professional life.
- (b) To strive for human rights for all people and in particular to advance the status of women.
- (c) To redevelop the spirit of friendship and unity among Soroptimists of all countries.
- (d) To develop interest in community, national and international affairs.
- (e) To contribute to international understanding and universal friendship.
- (f) To develop the highest concept of patriotism.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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.

Section 3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(d)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions 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 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 III.
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE IV.
MEMBERS**

The corporation shall have members. The membership of this corporation shall constitute all persons hereinafter named as subscribers, as directors, and such other persons who, from time to time hereafter, and such other person who, from time to time hereafter, join after accepting an invitation to membership from the corporation. In general, members of the corporation are professional and executive business women of all ages and ethnic groups from all walks of life and cultures.

**ARTICLE V.
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have six (6) members of the Board initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

Section 3. Only persons who are members of the corporation shall be eligible to serve on the Board of Directors.

Section 4. The names and addresses of the initial Board of Directors who are to serve as Directors until the first meeting of the membership is as follows:

<u>Name</u>	<u>Address</u>
Judy Crissip	240 44 th Avenue Northeast, St. Petersburg, FL 33703
Marilyn Wambold	890 115 th Avenue, Treasure Island, FL 33706
Nancy Cusick	7215 55 th Avenue North, St. Petersburg, FL 33709
Lil Classen	8037 Elbow Lane North, St. Petersburg, FL 33710
Ann Jeffcoat	880 115 th Avenue, Treasure Island, FL 33706
Lois Olson	7849 10 th Avenue South, St. Petersburg, FL 33707

Section 5. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI. OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such number of additional Vice Presidents or other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Office</u>
Judy Crissip	President
Marilyn Wambold	Vice President
Nancy Cusick	Recording Secretary
Nancy Cusick	Corresponding Secretary
Lil Classen	Treasurer

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws.

**ARTICLE VII.
BYLAWS**

The membership shall adopt Bylaws for the corporation at the first meeting of the membership of the corporation after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by the Members or Directors.

**ARTICLE VIII.
CONDUCT OF AFFAIRS**

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws including but not limited to the following matters: provisions establishing classes of membership and limiting voting rights to one or more of such classes; and provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and the Members.

**ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7849 10th Avenue South, St. Petersburg, Florida 33707, and the name of the initial registered agent of this corporation located at that address is **Lois Olson**.

**ARTICLE X.
SUBSCRIBERS**

The subscribers to these Articles of Incorporation are:

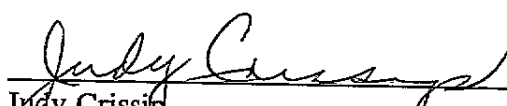

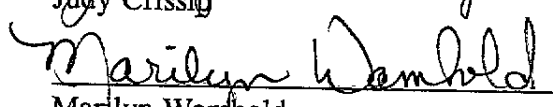
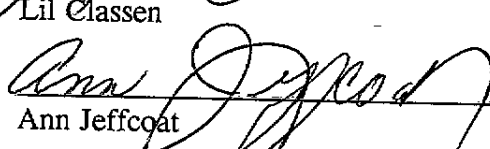
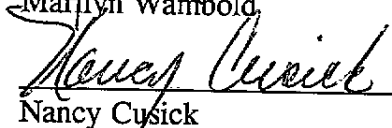
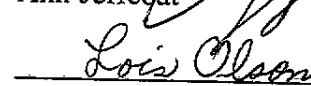
<u>Name</u>	<u>Address</u>
Judy Crissip	240 44 th Avenue Northeast, St. Petersburg, FL 33703
Marilyn Wambold	890 115 th Avenue, Treasure Island, FL 33706

<u>Name</u>	<u>Address</u>
Nancy Cusick	7215 55 th Avenue North, St. Petersburg, FL 33709
Lil Classen	8037 Elbow Lane North, St. Petersburg, FL 33710
Ann Jeffcoat	880 115 th Avenue, Treasure Island, FL 33706
Lois Olson	7849 10 th Avenue South, St. Petersburg, FL 33707

ARTICLE XI.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Members and the Directors. Such amendment shall be proposed and adopted by a vote of the Directors and Members of the corporation.

THESE ARTICLES are subscribed to by:

 Judy Crissip	 Lil Classen
 Marilyn Wambold	 Ann Jeffcoat
 Nancy Cusick	 Lois Olson

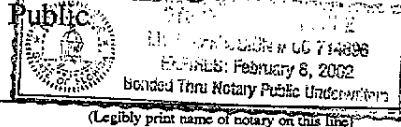
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of Jan, 1999, by Melinda JUDY CRISSIP, who ☐ is personally known to me, or ☐ produced a Florida driver's license or ☒ Melinda Crissip as identification.

My Commission Expires:

[Signature]
Notary Public

(SEAL)



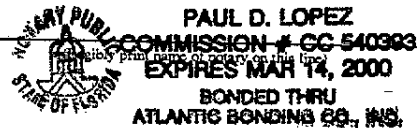
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6 day of January, 1999, by Marilyn Wambold, who ☒ is personally known to me, or ☐ produced a Florida driver's license or ☐ Marilyn Wambold as identification.

My Commission Expires:

[Signature]
Notary Public

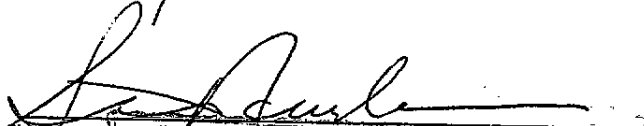
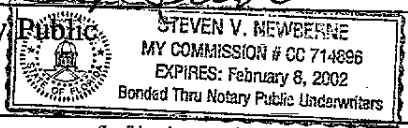
(SEAL)



STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by **NANCY CUSICK**, who ☐ is personally known to me, or ☒ produced a Florida driver's license or ☐ Nancy Cusick as identification.

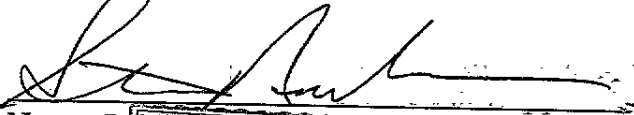
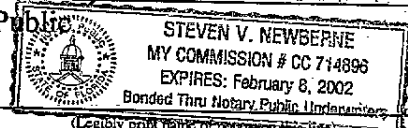
My Commission Expires:


Notary Public  (SEAL)
STEVEN V. NEWBERNE
MY COMMISSION # CC 714896
EXPIRES: February 8, 2002
Bonded Thru Notary Public Underwriters
(Legibly print name of notary on this line)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by **LIL CLASSEN**, who ☐ is personally known to me, or ☒ produced a Florida driver's license or ☐ Lil Classen as identification.


My Commission Expires:


Notary Public  (SEAL)
STEVEN V. NEWBERNE
MY COMMISSION # CC 714896
EXPIRES: February 8, 2002
Bonded Thru Notary Public Underwriters
(Legibly print name of notary on this line)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by ANN JEFFCOAT, who ☐ is personally known to me, or ☒ produced a Florida driver's license or ☐ Ann Jeffcoat as identification.


My Commission Expires:

Notary Public  STEVEN V. NEWBERNE (SEAL)
MY COMMISSION # CC 714896
EXPIRES: February 8, 2002
Bonded Thru Notary Public Underwriters
(Legibly print name of notary on this line)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by LOIS OLSON, who ☐ is personally known to me, or ☒ produced a Florida driver's license or ☐ Lois Olson as identification.

My Commission Expires:

Notary Public  STEVEN V. NEWBERNE (SEAL)
MY COMMISSION # CC 714896
EXPIRES: February 8, 2002
Bonded Thru Notary Public Underwriters
(Legibly print name of notary on this line)

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for **SOROPTIMIST INTERNATIONAL OF ST. PETERSBURG, FLORIDA, INC.**, as stated in these Articles of Incorporation.

Lois Olson

Lois Olson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA