

N 99000005283

Requestor's Name
JOSEPH P. AVERILL
ATTORNEY AT LAW
710 CITY NATIONAL BANK BUILDING
25 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

City/State/Zip

Phone #

4000002873434--6
-08/30/99-01074-002
*****78.75 *****78.75
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

EFFECTIVE DATE
8-26-99

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE
8-26-99

THE NATIONAL ASSOCIATION OF WOMEN'S PARKS, INC.

ARTICLE I
Corporate Name

The name of this corporation is The National Association of Women's Parks, Inc.

ARTICLE II
Corporate Nature

This is a nonprofit corporation, organized solely for general educational purposes, including the advancement of existing women's parks and the encouragement and promotion of the formation of additional women's parks in the United States of America, pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III
Effective Date

The effective date of this corporation shall be August 26, 1999.

ARTICLE IV
Duration

The term of existence of the corporation is perpetual.

ARTICLE V
Principal Office

The address of the principal office and the address of the corporation is:

Suite 710
City National Bank Building
25 West Flagler Street
Miami, Florida 33130

ARTICLE VI
Purposes

The primary purposes for which this corporation is formed are:

- (a) to facilitate the operation and advancement of existing women's parks through consultations between the officers and officials of such parks, to exchange suggestions and thoughts concerning the betterment of the operations of such parks and to encourage and facilitate the formation

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22

of additional women's parks, whether associated with this corporation or not;

- (b) to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE VII Management of Corporate Affairs

(a) **Board of Trustees.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be at least 3 natural persons, provided, however, that such number may be changed by a bylaw duly adopted by the Board of Trustees.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at such times and places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if a majority of members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of trustees are as follows:

<u>Name</u>	<u>Address</u>
Bonnie Ripplingille, Chairperson	Miami-Dade Women's Park 4600 San Amaro Drive Coral Gables, Florida 33146
Brenda Rizzo	Spirit of Women's Park 1375 Perry Street Suite 513 Columbus, Ohio 43210
Imogene Trolander	Yellow Springs Women's Park 1475 Presidents Street Yellow Springs, Ohio 45387
Lois Weisberg	Hillary Rodham Clinton Women's Park and Gardens Chicago Cultural Center 78 East Washington Street Chicago, Illinois 60602
Congresswoman Carrie Meek	3535 Biscayne Boulevard Suite 500 Miami, Florida 33137
Congresswoman Ileana Ros-Lehtinen	9210 Sunset Drive Suite 100 Miami, Florida 33143
Anne Roosevelt	613 Central Avenue Wilmette, Illinois 60091
Roxcy Bolton	124 Cadima Avenue Coral Gables, Florida 33134
Molly Turner	5030 Orduna Drive Coral Gables, Florida 33146

(b) **Corporate Officers.** The Board of Trustees may elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time, including a membership committee. The Board may also designate a historian. Initially, such officers shall be elected at the first

annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Bonnie Ripplingille	4600 San Amaro Drive Coral Gables, FL 33146
Secretary and Treasurer: Colette McCurdy-Jackson	20420 N.E. 10th Place No. Miami Beach, Florida 33170
Historian: Dr. Dorothy Jenkins Fields	5337 N.W. 29th Court Miami, Florida 33142

ARTICLE IX

Earnings & Activities of Corporation

(a) 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 rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

(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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) 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 Internal Revenue Code of 1954 (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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X
Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees 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 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 provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
Membership

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules, regulations and qualifications as the trustees may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by the membership committee for approval and acceptance by the Board of Trustees.

(d) The initial members are:

Bonnie Rippingille	Miami-Dade Women's Park 4600 San Amaro Drive Coral Gables, Florida 33146
Brenda Rizzo	Spirit of Women's Park 1375 Perry Street Suite 513 Columbus, Ohio 43210
Imogene Trolander	Yellow Springs Women's Park 1475 Presidents Street Yellow Springs, Ohio 45387

Lois Weisberg

Hillary Rodham Clinton
Women's Park and Gardens
Chicago Cultural Center
78 East Washington Street
Chicago, Illinois 60602

Congresswoman Carrie Meek

3535 Biscayne Boulevard
Suite 500
Miami, Florida 33137

Congresswoman
Ileana Ros-Lehtinen

9210 Sunset Drive
Suite 100
Miami, Florida 33143

Anne Roosevelt

613 Central Avenue
Wilmette, Illinois 60091

Roxcy Bolton

124 Cadima Avenue
Coral Gables, Florida 33134

Molly Turner

5030 Orduna Drive
Coral Gables, Florida 33146

Colette McCurdy-Jackson

20420 N.E. 10th Place
No. Miami Beach, Florida 33170

Dr. Dorothy Jenkins Fields

5337 N.W. 29th Court
Miami, Florida 33142

ARTICLE XII Termination of Membership

The membership of any person in the corporation may be terminated by the Board of Directors in accordance with the Bylaws of the corporation. The rights, upon termination of membership, of the corporation, the terminated members and the remaining members shall be established through the Bylaws of the corporation. Membership in the corporation shall not be transferrable.

ARTICLE XIII Associated Parks

Upon invitation of the Board of Directors or upon receipt of an application approved by a Board of Directors, women's parks may become associated with The National Association of Women's Parks, Inc. The names and addresses of the women's parks initially associated with this national association are as follows:

Miami-Dade Women's Park
West Flagler St. at

Northwest 103rd Court
Miami, Florida

Spirit of Women Park
Ohio State University
Columbus, OH 43210

Hillary Rodham Clinton
Women's Park and Gardens
1800 Block of South Prairie Ave.
Historic District
Chicago, IL 60616

Yellow Springs Women's Park
500 Corry Street
Yellow Springs, Ohio 45387

**ARTICLE XIV
Registered Agent**


The Board of Directors may in its discretion, by majority vote, discharge an incumbent Registered Agent and select a new Registered Agent. Initially, the Registered Agent of the corporation shall be:

Joseph P. Averill
710 City National Bank Building
25 West Flagler Street
Miami, Florida 33130

**ARTICLE XV
Subscribers**

The name and residence address of the Subscriber of this corporation is as follows:

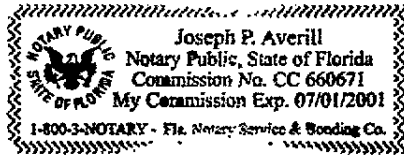
<u>Name</u>	<u>Address</u>
Bonnie Rippingille	4600 San Amaro Drive Coral Gables, FL 33146


Bonnie Rippingille

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this

26 day of August, 1999 by Bonnie Rippingille, who is personally known to me who did not take an oath.



Joseph P. Averill
JOSEPH P. AVERILL
NOTARY PUBLIC
STATE OF FLORIDA

Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Joseph P. Averill
Joseph P. Averill, Registered Agent

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