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September 21, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

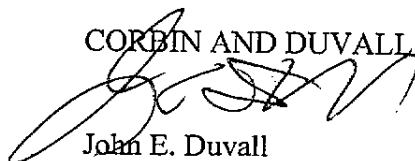
Re: **Incorporation of Dress for Success of Northeast  
Florida, a not for profit corporation**

Enclosed please find the original and one copy of the articles of incorporation for Dress for Success of Northeast Florida. Please file the original and provide us with a Certificate of Filing by return mail. A Certificate of Designation of Registered Agent/Registered Office for the new corporation is also enclosed. Finally, a check in the amount of \$78.75 for the filing fee and the certificate is also enclosed.

If there are any questions, please do not hesitate to contact us. Until then, we remain

Sincerely,

CORBIN AND DUVALL



John E. Duvall

JED/

Enclosures as indicated

cc: Molly S. Thompson (with enclosures)  
1174 Salt Marsh Circle  
Ponte Vedra Beach, Florida 32082

FILED  
99 SEP 22 AM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-24  
WC

**ARTICLES OF INCORPORATION  
DRESS FOR SUCCESS OF NORTHEAST FLORIDA, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:*

**ARTICLE 1**

**Name**

The name of the corporation shall be Dress for Success of Northeast Florida, a not for profit corporation (hereinafter the "Corporation"). *Inc.*

**ARTICLE II**

**Principal place of business and mailing address**

The principal place of business and mailing address of this Corporation shall be 1174 Salt Marsh Circle, Ponte Vedra Beach, Florida 32082.

**ARTICLE III**

**Purposes**

The Corporation is formed exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3). In particular, the Corporation is formed for the purpose of providing relief to the poor, distressed and underprivileged, and for the promotion of the public good through programs to empower women and eliminate prejudice and discrimination. In furtherance of these charitable purposes, and in no way limiting the foregoing, the Corporation shall sponsor clothing drives to collect and distribute clothing to the poor and underprivileged and conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

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**ARTICLE IV**  
**Manner of election of directors**

The manner in which the directors are elected or appointed is as follows: The Incorporators shall be the initial directors. Subsequent directors shall be elected pursuant to provisions set forth within the Bylaws of the Corporation.

**ARTICLE V**  
**Limitation of corporate powers**

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, and are only limited as follows: The Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets up on dissolution of the Corporation. In any taxable year in which the Corporation is a private foundation, as described in Section 509(a) of the Code, the Corporation shall distribute its income for said taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws. The

Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and Treasury Regulations promulgated thereunder, as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Treasury Regulations promulgated thereunder, as they now exist or as they may be amended. Upon the dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in accordance with Section 617.1406, Florida Statutes, to further the charitable, religious, eleemosynary, benevolent, education, or similar purposes and/or to such charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and Treasury Regulations promulgated thereunder, as they now exist or as they may be amended.

**ARTICLE VI**  
**Initial registered agent and street address**

The name and the street address of the initial registered agent are: John E. Duvall, Esquire, 121 West Forsyth Street, Suite 1000, Jacksonville, Florida 32202.

**ARTICLE VII**  
**Incorporators**

The names and the street addresses of the Incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Camillus Brown	1570 Park Terrace West, Atlantic Beach, Florida 32233
Joyce Couch	1300 Broad Street, Jacksonville, Florida 32202

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Susan Gentry	1224 Redbud Land, Jacksonville, Florida 32207
Helen Ludwig	3528 Majestic Oaks Drive, Jacksonville, Florida 32277
Brandy McNeill	4070 Blvd. Center Drive, Suite 200, Jacksonville, Florida 32207
Candace L. Moody	333 East Monroe Street, Jacksonville, Florida 32202
Molly S. Thompson	1174 Salt Marsh Circle, Ponte Vedra Beach, Florida 32082
Debra H. Truitt	1858 Oakbreeze Court, Jacksonville Beach, Florida 32250

The undersigned Incorporators have executed these Articles of Incorporation this 30th day of August, 1999.

**Continued On The Next Page For Signatures Only**

Signatures of Incorporators:

Susan Gentry

Susan Gentry

Typed name of Incorporator signing

Candace L. Moody

Candace L. Moody

Typed name of Incorporator signing

Debra H. Truitt

Debra H. Truitt

Typed name of Incorporator signing

Brandy Morgan McNeill

Brandy McNeill

Typed name of Incorporator signing

Helen Ludwig

Helen Ludwig

Typed name of Incorporator signing

Camillus Brown

Camillus Brown

Typed name of Incorporator signing

Molly S. Thompson

Molly S. Thompson

Typed name of Incorporator signing

Joyce Chantier Couch

Joyce Couch

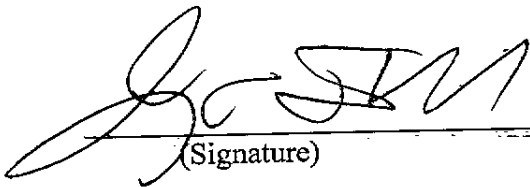
Typed name of Incorporator signing

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

Pursuant to the provisions of Section 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/registered agent, in the State of Florida.

1. The name of the Corporation is DRESS FOR SUCCESS OF NORTHEAST FLORIDA, INC., a Florida not for profit corporation.
2. The name and address of the registered agent and office is: John E. Duvall, Esquire, 121 West Forsyth Street, Suite 1000, Jacksonville, Florida 32202.

*Having been named as registered agent and to accept service of 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)

9/21/99  
(Date)

99 SEP 22 AM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED