

## **NWC ARTICLES OF INCORPORATION**

REVISED ARTICLES OF REINCORPORATION OF NAPLES WOMAN'S CLUB  
(Florida corporation, not for profit; 501c3) Adopted: February 14, 1973.

### **ARTICLE I: *Name***

The name of this organization shall be Naples Woman's Club (hereinafter referred to as Corporation).

### **ARTICLE II: *Purpose***

Corporation shall be to promote and advance the welfare of humanity by fostering interest and concern among the membership in the prevailing philanthropic, educational, cultural and civic conditions of the community; by cultivating an awareness of worthy endeavors on a state, national and international level; and by giving definite active and financial support to the selected charitable and philanthropic activities, educational programs and all other projects of the Corporation that contribute to the betterment of the community and/or mankind.

### **ARTICLE III: *Membership***

The qualifications of members and the manner of their admission shall be as provided in the Bylaws of Corporation.

### **ARTICLE IV: *Term***

The term for which this Corporation shall exist shall be perpetual.

### **ARTICLE V: *Subscribers***

The following are the names of the original subscribers as listed in the initial Charter of the Corporation, all such persons at that time being residents of Naples, Florida:

Mrs. Earl Adams	Mrs. Robert Harris	Mrs. Carl Prasil
Mrs. Turner Barnes	Mrs. Harry Johnson	Mrs. Roy Smith
Mrs. Robert Benson	Mrs. Lovel Meadors	Mrs. J. H. Summerlin
Mrs. Max Day	Mrs. A.B. Miller	Mrs. A. B. Triplett
Mrs. Robert Gehring	Mrs. Lee Parker	Mrs. H. B. Watkins, Jr.

### **ARTICLE VI: *Officers***

The affairs of the Corporation shall be managed by a Board of Directors composed of all the Officers who shall be elected and/or appointed in accordance with the By-laws of the Corporation; and of such other persons as may be appointed to such Board of Directors in accordance with the By-laws of the Corporation. Such Board of Directors shall exercise the powers and authority granted it by the By-laws, but only in the manner therein set forth. The members of the Board of Directors now holding office shall serve until their respective successors have been duly elected and/or appointed, in the manner provided for in the By-laws.

## **ARTICLE VII: *Bylaws***

The Bylaws of the Corporation shall be adopted, altered and/or rescinded by the membership, in the manner provided for in the Bylaws.

## **ARTICLE VIII: *Powers***

The Corporation shall exercise all powers now or hereafter granted to a nonprofit Florida corporation under and by the laws of the State of Florida, except and excluding any such power that may be in conflict with the provisions of these Revised Articles of Reincorporation and/or the Bylaws of the Corporation. The Corporation shall not have a Constitution but rather shall be governed by the terms and provisions of these Revised Articles of Reincorporation and the terms and provisions of the By-laws.

## **ARTICLE IX: *Amendment***

These Revised Articles of Reincorporation may be amended at any regular or special meeting of the membership, at which meeting a quorum is present as defined in the By-laws, provided that two-thirds of those present at such meeting approve such Amendment, and further provided that the proposed Amendment was presented and read at a regular or special meeting of the membership held at least two weeks prior to the meeting at which such Amendment is adopted. A majority of the Board of Directors or 25 voting members may propose an Amendment. Such Amendment shall take effect upon adjournment of the meeting at which it was approved and adopted by the membership unless a specific effective date is included in such Amendment.

## **ARTICLE X: *Dissolution***

In the event of legal dissolution of the Corporation, all assets of the corporation shall be transferred to another nonprofit Florida corporation with similar purposes. None of such assets shall ever be distributed among the membership in the event of such dissolution.

Filed with the Secretary of the State, State of Florida on March 20, 1973. Corrective Certificate received and Articles amended by Secretary of State, State of Florida, on April 30, 1973.

