



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
04/19/2021	202110904510	DOMESTIC NONPROFIT CORP - ARTICLES (ARN)	99.00	100.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

WOMEN2WOMEN
1067 FRANKLIN AVE
COLUMBUS, OH 43205

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
4654077

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
WOMEN2WOMEN

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC NONPROFIT CORP - ARTICLES

Effective Date: 04/19/2021

Document No(s):

202110904510



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
19th day of April, A.D. 2021.

Ohio Secretary of State

Form 532B Prescribed by:

Date Electronically Filed: 4/19/2021



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

**Initial Articles of Incorporation
(Nonprofit, Domestic Corporation)
Filing Fee: \$99
(114-ARN)
Form Must Be Typed**

First: Name of Corporation

Second: Location of Principal Office in Ohio

City

State

County

Optional: Effective Date (MM/DD/YYYY)

(The legal existence of the corporation begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing.)

Third: Purpose for which corporation is formed

The purpose for which W2W is formed shall be: To operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the "Code"). To alleviate various forms of distressed caused by homelessness and other social and economic afflictions suffered by women and girls in society. To engage in any lawful act, activity or business.

** Note: for Nonprofit Corporations: The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit corporation secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided. **

** Note: ORC Chapter 1702 allows for additional provisions to be included in the Articles of Incorporation that are filed with this office. If including any of these additional provisions, please do so by including them in an attachment to this form. **

Original Appointment of Statutory Agent

The undersigned, being at least a majority of the incorporators of

Women2Women

(Name of Corporation)

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is:

SALLIE GIBSON

(Name of Statutory Agent)

1067 FRANKLIN AVE

(Mailing Address)

COLUMBUS

(Mailing City)

OH

(Mailing State)

43205

(Mailing ZIP Code)

Must be signed by the incorporators or a majority of the incorporators.

WOMEN2WOMEN

(Signature)

[Signature Line]

(Signature)

[Signature Line]

(Signature)

Acceptance of Appointment

The Undersigned,

SALLIE GIBSON

(Name of Statutory Agent)

, named herein as the

Statutory agent for

Women2Women

(Name of Corporation)

hereby acknowledges and accepts the appointment of statutory agent for said corporation.

Statutory Agent Signature

SALLIE GIBSON

(Individual Agent's Signature / Signature on Behalf of Business Serving as Agent)

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by the incorporator(s).

If the incorporator is an individual, then they must sign in the "signature" box and print his/her name in the "Print Name" box.

If the incorporator is a business entity, not an individual, then please print the entity name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print his/her name and title/authority in the "Print Name" box.

WOMEN2WOMEN

Signature

SALLIE GIBSON

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

SECTION 7: INDEMNIFICATION AND INSURANCE

Section 7.01 - Indemnification

- (a) To the fullest extent not prohibited by Ohio law, W2W may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the association to procure a judgment in its favor, by reason of the fact that the person is or was a Director, officer, employee, or agent of or a volunteer of W2W, or is or was serving at the request of W2W as a Director, officer, employee, member, manager, or agent of or a volunteer of another organization against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of W2W shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Constitution, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

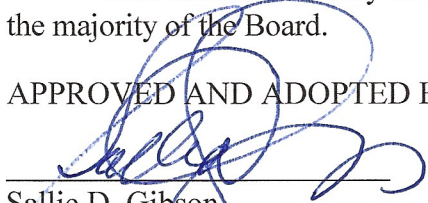
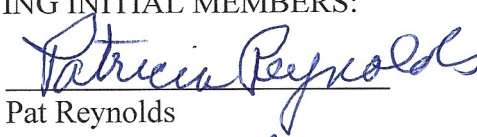
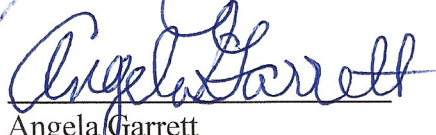

SECTION 8: INSURANCE

W2W may, as the Board may direct, purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of W2W, or is or was serving at the request of W2W as a Director, officer, employee, member, manager, agent, or volunteer of another organization against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such.

SECTION 9: AMENDMENT

This Constitution may be amended from time to time by the Board by an affirmative vote of the majority of the Board.

APPROVED AND ADOPTED BY THE FOLLOWING INITIAL MEMBERS:

 Sallie D. Gibson	<u>8/17/2017</u> Date	 Pat Reynolds	<u>8/11/2017</u> Date
 Angela Garrett	<u>8/11/2017</u> Date	 Charlene Greene	<u>8/11/2017</u> Date

CONSTITUTION
OF
WOMEN 2 WOMEN (W2W)
(an Ohio nonprofit unincorporated association)

SECTION 1: LEGAL STATUS

Women 2 Women (“W2W”) is hereby formed as an Ohio nonprofit unincorporated association pursuant to Chapter 1745 of the Ohio Revised Code.

SECTION 2: PURPOSE

The purpose for which W2W is formed shall be:

To operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States internal revenue law, collectively referred to as the “Code”).

To alleviate various forms of distressed caused by homelessness and other social and economic afflictions suffered by women and girls in society.

To engage in any lawful act, activity or business not contrary to and in which an unincorporated nonprofit association may be engaged under the laws of the State of Ohio.

SECTION 3: RESTRICTIONS

No part of the net earnings of the W2W shall inure to the benefit of, or be distributable to, its Directors, officers or other private person, except that the W2W shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the W2W and to make distributions as authorized by Chapter 1745 of the Ohio Revised Code, including any distribution upon dissolution of W2W.

Notwithstanding anything to the contrary in this Constitution:

No substantial part of the activities of W2W shall be for carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code.

W2W shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

W2W may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(3) of the Code or to which charitable contributions may be deducted pursuant to sections 170, 2055 or 2522 of the Code.

SECTION 4: MEMBERS

The Directors shall, for purposes of any statute or rule of law relating to this association in particular, be taken to be the voting Members of the association and shall have all rights and privileges of Members conferred by the laws of the State of Ohio.

SECTION 5: BOARD OF DIRECTORS***Section 5.01 – General Powers***

Except where the law, or this Constitution requires that action be otherwise authorized or taken, all of the authority of W2W shall be exercised by or under the direction of its Directors. The initial Directors shall be: Sallie D. Gibson, Pat Reynolds, Angela Garrett, and Charlene Greene.

Section 5.02 – Number

- (a) The Board shall consist of not less than three (3) nor more than fifteen (15) Directors.
- (b) Without amendment to this Constitution, the number of Directors may be fixed or changed by resolution of the Board.
- (c) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 5.03 – Election

The Directors shall be elected by the Board at the annual meeting of the Board.

Section 5.04 –

Each Director shall hold office until the next annual meeting of the Board or until the Director's successor is elected, or until the Director's earlier resignation, removal from office, or death.

Section 5.05 – Meetings

- (a) An annual meeting of the Board for the election of Directors, for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time and date as may be specified by the Board.
- (b) Regular meetings of the Board may be held at such periodic intervals between annual meetings and at such time as the Board may specify.
- (c) Special meetings of the Board may be called by the Chair of the Board or a majority of the Board.

Section 5.06 – Place of Meeting and Electronic Meetings

- (a) Meetings of the Board may be held at any place within or without the State of Ohio. If no designation is made, the place of meeting shall be W2W in the State of Ohio.
- (b) Notwithstanding anything to the contrary in this Constitution, meetings of the Directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 5.07 - Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Directors shall be given to each Director either by personal delivery or by U.S. mail, telecopy, electronic mail, or telegram at least seven (7) days before the meeting, which notice need not specify the purposes of the meeting.
- (b) Each Director shall furnish to the Chairperson or the Secretary a telephone number for receipt of telecopies, an electronic mail address for receipt of electronic mail and/or a U.S. postal address to which notices of meetings and other notices or correspondence may be addressed. Each Director may specify in writing which forms of notice are preferred.
- (c) Any Director may waive notice of the time and place of any meeting of the Board, either before or after holding of the meeting.

Section 5.08 - Quorum and Manner of Action

- (a) A majority of the Board shall constitute a quorum for a meeting of the Directors.
- (b) The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board.

Section 5.09 - Action by Board of Directors Without Meeting

- (a) Any action which may be authorized or taken at a meeting of the Directors, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, a majority of the Directors. For purposes of this section, a signed writing shall include any original document bearing the signature of a Director, a telecopy sent by, and bearing the signature of, a Director and an electronic mail transmission created and sent by a Director which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Any such writings shall be filed with or entered upon the records of the corporation.

Section 5.10 - Resignations

- (a) Any Director may resign at any time by giving written notice to the Chairperson or the Secretary.
- (b) A resignation shall take effect immediately or at such other time as the Director may specify, and unless otherwise specified therein, shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.11 - Removal

- (a) Any Director may be removed, with or without cause, at any time by the affirmative vote of the Directors then in office.
- (b) Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 2.12.

Section 5.12 - Vacancies

Unless the articles or this Code otherwise provide, the remaining Directors, though less than a majority of the whole authorized number of Directors, may, by the vote of a majority of their number, fill any vacancy in the Board for the unexpired term.

Section 5.13 - Community Members

The Board may appoint one or more persons as Community Members and may from time to time establish qualifications and duties to maintain a Community Membership. Community Members may, to the extent determined by the Board, be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Board at any meeting of the Board, but Community Members shall not be considered for quorum purposes and shall have no vote.

SECTION SIX: OFFICERS***Section 6.01 - Officers***

- (a) The officers of a corporation shall consist of a Chairperson, a Secretary, a Treasurer, and, one or more Vice-Presidents, and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided by the resolutions of the Board.
- (b) Any two or more offices may be held by the same person.
- (c) The initial officers of W2W shall be: Chairperson – Sallie D. Gibson; Vice Chairperson – Pat Reynolds; and Secretary/Treasurer – Angela Garrett.

Section 6.02 - Appointment and Term of Office

- (a) The officers of the Corporation shall be appointed from time to time by the Board as it shall determine, and new offices may be created and filled at any meeting of the Board.
- (b) Each officer shall hold office until a successor is appointed.

Section 6.03 - Resignation

- (a) Any officer or assistant officer may resign at any time by giving written notice to the Chairperson or the Secretary.
- (b) A resignation shall take effect immediately or at such other time as the resignation may specify, and unless otherwise specified therein, shall become effective upon delivery. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 6.04 - Removal

- (a) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the majority of the Board.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 6.05 - Duties of Officers

- (a) The Chairperson shall preside at all meetings of the Board.
- (b) The Chairperson shall be the chief executive officer of W2W.
- (c) Each of the Chairperson, the Secretary and the Treasurer, shall have the authority jointly or severally to sign, execute and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction to the extent authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Corporation's behalf.
- (d) In the absence of any officer or assistant officer or for any other reason that the Board may deem sufficient, the Board may delegate the authorities and duties of any officer to any other officer or to any Director.
- (e) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by the Board.

SECTION 7: INDEMNIFICATION AND INSURANCE

Section 7.01 - Indemnification

- (a) To the fullest extent not prohibited by Ohio law, W2W may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the association to procure a judgment in its favor, by reason of the fact that the person is or was a Director, officer, employee, or agent of or a volunteer of W2W, or is or was serving at the request of W2W as a Director, officer, employee, member, manager, or agent of or a volunteer of another organization against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or officer of W2W shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Constitution, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

SECTION 8: INSURANCE

W2W may, as the Board may direct, purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of W2W, or is or was serving at the request of W2W as a Director, officer, employee, member, manager, agent, or volunteer of another organization against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such.

SECTION 9: AMENDMENT

This Constitution may be amended from time to time by the Board by an affirmative vote of the majority of the Board.

APPROVED AND ADOPTED BY THE FOLLOWING INITIAL MEMBERS:

_____	_____	_____	_____
Sallie D. Gibson	Date	Pat Reynolds	Date
_____	_____	_____	_____
Angela Garrett	Date	Charlene Greene	Date