

ARTICLES OF INCORPORATION**OF****REFUGE FOR WOMEN – SOUTH FLORIDA, INC.**

The undersigned hereby forms and organizes a nonprofit corporation pursuant to Kentucky Revised Statutes Chapter 273 and adopts the following Articles of Incorporation.

Article I

The name of the corporation is Refuge for Women South Florida, Inc.

Article II

The name and street address of the incorporator and registered agent is: Refuge for Women, Inc., 342 Waller Avenue, Suite D, Lexington, KY 40504.

Article III

The Mailing address of the initial principal place of business of the corporation is: 7378 W. Atlantic Blvd. # 432, Margate, FL 33063. The names of the initial directors are Olivia Turner, Diane Kucmerowski and Marilda Janse van Rensburg all located at 7378 W. Atlantic Blvd. # 432, Margate, FL 33063.

Article IV

The corporation shall have one member, the Refuge for Women, Inc. The corporation shall be managed and conducted by its duly elected directors, with the consent and approval of Refuge for Women, Inc. as set out in the bylaws.

The election of directors shall be as prescribed by the bylaws.

Article V

The duration of the corporation shall be perpetual, save and until its dissolution in accord with KRS Chapter 273 and the operating agreement of the corporation.

Article VI

The purpose of the non-profit corporation is to help exploited women leave the sex industry through a residential program that provides services including but not limited to safe housing, counseling and skills development. The corporation shall organize, promote, conduct, foster and assist, financially and otherwise, civic education programs, activities and institutions. The corporation may accept any convenience of any interest in real property in accordance with the corporation's bylaws to further the foregoing purposes.

Article VII

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise for the acts or omissions of any other member, manager, agent or employee of the limited liability company.

Article VIII

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code ("The Code") or corresponding section of any future federal tax code.

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 the purpose clause hereof. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for any public purpose.

Article IX

Section 1. No director of the corporation shall be personally liable to the corporation for monetary damages for any breach of his duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation ; (ii) for acts or omissions not in

good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation in respect to any act or omission occurring prior to the time of such repeal or modification.

Section 2. The corporation shall, to the fullest extent permitted by Kentucky law, indemnify any director or officer of the corporation from and against any and all reasonable costs and expenses (including, but not limited to, attorneys' fees) and any liabilities (including, but not limited to, judgments, fines, penalties, and reasonable settlements) paid by or on behalf of, or imposed against, such person in connection with any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including any appeal related thereto), whether formal or informal, and whether made or brought by or in the right of the corporation or otherwise, in which such person is, was or at any time becomes a party or witness, or is threatened to be made a party or witness, or otherwise by reason of the fact that such person is, was or at any time becomes a director, officer, employee or agent of the corporation or, at the corporation's request, a director, officer, partner, trustee, employee or agent of another corporation, joint venture, trust, employee benefit plan or other enterprise.

Article X

This application will become effective upon filing.

Date: April 10, 2015

/s/Ked Frank
Ked Frank
Executive Director of Refuge for Women, Inc.

Consent of Initial Agent for Service of Process

I, Ked Frank, Executive Director for Refuge for Women, Inc. having a principal place of business at 342 Waller Avenue, Suite D, Lexington, KY 40504, hereby agree and consent for the Refuge for Women, Inc. to serve as registered agent for service of process for Refuge for Women – South Florida, Inc..

Date: April 10, 2015

/s/Ked Frank
Ked Frank
Executive Director of Refuge for Women, Inc.