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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CAMP ROTARY FOUNDATION, INC.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CAMP ROTARY FOUNDATION, INC.

These Amended and Restated Articles of Incorporation of CAMP ROTARY FOUNDATION, INC. were duly authorized at the annual meeting of the membership of CAMP ROTARY FOUNDATION, INC. held on the 21st day of October, 2002, at which the requisite quorum of members were present and the proposed Amended and Restated Articles of Incorporation received a sufficient vote of the members to amend the said Articles of Incorporation as follows:

ARTICLE I

Name

The name of this Corporation is CAMP ROTARY FOUNDATION, INC., and its mailing address shall be 123 Ave. C SW, Winter Haven, Florida, or, such other place as may be designated at anytime hereafter by a majority vote of the Board of Directors.

ARTICLE II

Type of Corporation

The Corporation shall be a Corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE III

Term of Existence

The Corporation shall have perpetual duration.

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ARTICLE IVObjects, Purposes and Powers

This Corporation is organized under the laws of the State of Florida and, although it may have authority under such laws to do certain things, it shall not under this Charter be authorized to do anything which it is not permitted to do under Section 501(c)(3) of the Internal Revenue Code and still remain an exempt corporation to which gifts made by individuals are deductible by such donors.

A) This Corporation was originally organized for the purpose of holding the title to camp property situated on and near Lake Juliana in Polk County, Florida, to provide a place of recreation and physical, moral, educational, and cultural training by maintaining a camp site for Boy Scouts, Girl Scouts, Campfire Girls, church groups, and other similar organizations.

This Corporation has now liquidated such property and intends to use the proceeds therefrom to perpetuate the purposes originally intended to be served by such property by providing physical, moral, educational and cultural training for underprivileged persons from within Polk County and Rotary supported projects from the Rotary International district which includes Polk County.

To that end it shall be the purpose of this Corporation to provide funding, based on need, for persons twenty-one (21) years of age and younger to participate in programs that provide physical, moral, educational, and cultural training.

B) The Corporation shall be authorized to accept contributions in the form of money, other property or services either without restriction or subject to such terms, conditions and restrictions as may be specified by the terms of any such gift, provided that the Corporation shall not accept any contribution the terms, conditions and restrictions of which are inconsistent with either the purposes of the Corporation or the restrictions on its activities set forth herein. To the extent that any tax exempt status enjoyed by the Corporation is not adversely affected thereby, any contribution which is accepted shall be administered by the Corporation according to any terms, conditions or restrictions of such contribution.

C) Notwithstanding any other provisions of these Articles of incorporation:

1) No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended or the corresponding provisions of any subsequent federal tax laws, or (ii) by a Corporation, contributions to which are deductible under Section 170 (c) (1) or (2) of the Internal Revenue Code of 1986 as amended or the corresponding provision of any subsequent federal tax laws.

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3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons; provided, however, 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 this Article.

4) Except where the same would cause the Corporation to violate any of the provisions contained in C-3 of this Article, this Corporation shall also have and may exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.021, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida.

ARTICLE V

Qualification of Members and Manner of Their Admission

There shall be 9 members of the Corporation, each of whom shall be a representative appointed by the Board of Directors of each of the following Polk County, Florida Rotary Clubs:

- Lakeland Rotary Club
- Lakeland Christina Rotary Club
- Lakeland North Rotary Club
- Lakeland South Rotary Club
- Lake Wales Breakfast Rotary Club
- Winter Haven Rotary Club
- Winter Haven North Rotary Club

The present members of the Corporation and the Rotary Clubs who appointed them are listed below.

<u>Members</u>	<u>Appointing Clubs</u>
Fred Oeters	Lakeland Rotary Club
Lyonal Lindsey	Lakeland Rotary Club
Charles Faulkner	Lakeland Rotary Club
Terry McGee	Lakeland Christina Rotary Club
Jackie Asbury	Lakeland North Rotary Club
John Scott	Lakeland South Rotary Club
Dick Howell	Lake Wales Breakfast Rotary Club
Gary Schemmer	Winter Haven Rotary Club
Andrew Trakas	Winter Haven North Rotary Club

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A). Qualifications

- 1). With the exception of the Lakeland Rotary Club, which is entitled to appoint three (3) members, each of the named clubs shall appoint one member.
- 2). Each of the members must be a past president of a Rotary Club in central Florida and a member in good standing of the Rotary Club making his or her appointment.
- 3). Each member shall serve as a member of the Corporation for such term as deemed appropriate by the Rotary Club appointing that member to the Corporation.
- 4). Member vacancies shall be filled by the appointment of another member by the Rotary Club that appointed the member whose seat is vacant.
- 5). Should a represented Rotary Club cease to exist, its representation to this corporation shall also cease.

B). Admission

Additional member clubs may be added under the following guidelines:

- 1). The club must have been chartered by Rotary International for at least three (3) years;
- 2). The club must request membership in writing as outlined in the By-laws;
- 3). Admission must be ratified by a majority vote of the then existing Board of Directors of Camp Rotary Foundation, Inc.

ARTICLE VI

Officers

The officers of this Corporation shall consist of a President, Vice President, Secretary and a Treasurer, and such other officers as shall from time to time be provided for in the By-Laws.

Such officers shall be elected by the Board of Directors of the Corporation at the Board's annual meeting, and shall hold office at the pleasure of the Board or until their successors are duly elected and qualified. Such officers shall have such duties and tenure as may be specified by the Board of Directors. Vacancies occurring in the offices by death, resignation, or otherwise, shall be filled from among the members by election of the Board of Directors at the next regular meeting following the occurrence of the vacancy.

The names of the officers who are to manage the affairs of the corporation until the first election after the adoption of this Restatement of the Articles of Incorporation are as follows:

Fred Oeters	President
Gary Schemmer	Vice President
Terry McGee	Secretary
Andrew Trakas	Treasurer

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ARTICLE VII

Board of Directors

The business of the Corporation shall be managed by a Board of Directors which shall consist of the not less than three (3) nor more than fifteen (15) members.

The Board of Directors, which comprises the membership of the Corporation, shall exercise all of the powers of the Corporation. Directors shall be selected and appointed as indicated in Article V above. However, if a Rotary Club entitled to appoint a member fails to do so and/or a member/Board of Directors vacancy exists for a time period greater than six months, the Board of Directors shall give written notice to said club in accordance with the By-laws and said club shall have ninety (90) days from the date of the written notice to fill the vacancy. Failing to fill the vacancy within the prescribed ninety (90) days shall cause said club's seat on the board to lapse.

The names and addresses of the current Board of Directors of the Corporation are:

Fred Oeters	924 Wedgewood Ln.	Lakeland, FL
Lyonel Lindsey	2522 Jonila Ave.	Lakeland, FL
Charles Faulkner	6527 Navajo Trail	Lakeland, FL
Terry McGee	5716 Emerald Ridge Dr.	Lakeland, FL
Jackie Asbury	1516 Leighton Ave.	Lakeland, FL
John Scott	6647 Crescent Lake Dr.	Lakeland, FL
Dick Howell	839 Carlton Ave.	Lake Wales, FL
Gary Schemmer	400 Ave. K SE	Winter Haven, FL
Andrew Trakas	123 Ave. C SW	Winter Haven, FL

ARTICLE VIII

BY-Laws

The By-Laws of this Corporation shall be prescribed and adopted by the first Board of Directors of the Corporation (that is, as constituted under Article VII at the organizational meeting of the Board.)

The Board of Directors shall have the sole and exclusive power at any time, and from time to time, to make alter, amend and repeal By-Laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

In any action taken by the Board of Directors, each member of the Board of Directors shall be entitled to one vote.

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ARTICLE IXDissolution of Corporation

On the dissolution or winding up of this Corporation its assets remaining after payment of, or provision for, payment of all debts and liabilities of this Corporation, shall be distributed to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. The Corporation does not contemplate dissolution or distribution of its assets but should such a dissolution and distribution occur, such property shall be distributed by the Board of Directors, (i) to and for the use of THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL, or its successor. If at such time, the said ROTARY FOUNDATION OF ROTARY INTERNATIONAL shall not be in existence, or not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code: (ii) to some other organization which will serve the purpose(s) set forth in the corporation's most recent charter and which organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XAmendments

These Articles of Incorporation may be amended only by affirmative vote of all of the members of the Board of Directors appointed by the Lakeland Rotary Club plus two-thirds (2/3) of the remaining members of the Board of Directors, at any regular or special meeting of the Board, and the certification and filing of the amendment with the Secretary of State of the State of Florida or as may otherwise be required by law.

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These Amended and Restated Articles of Incorporation of Camp Rotary Foundation, Inc. were adopted after due notice by the requisite affirmative vote of more than two-thirds of the members of the corporation after recommendation by the Board of Directors of the corporation at the annual meeting on October 21, 2002, which is required by the Articles of Incorporation and Bylaws for this amendment and restatement. This Amendment and Restatement of the Articles of Incorporation shall be effective as of October 21, 2002.

BY: Terry McGee
Terry McGee
Secretary

BY: Fred Oeters
Fred Oeters
President

STATE OF FLORIDA

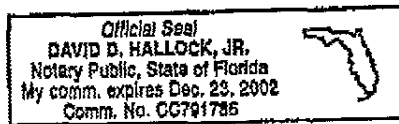
COUNTY OF POLK

I hereby certify that on this 24th day of October, 2002, before me, the undersigned authority, personally appeared Terry McGee and Fred Oeters, Secretary and President, respectfully, to me known and known to me to be the stated officers of Camp Rotary Foundation, Inc., and who severally acknowledged before me that they executed said Amended and Restated Articles of Incorporation freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal on the date aforesaid.

(print name) David D. Hallock, Jr.
NOTARY PUBLIC

My commission expires:
(affix notarial seal)



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