

N000000006028

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Kiwanis Foundation  
of New Smyrna  
Beach, Inc.

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-01/25/01-01034-011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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01 JAN 30 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 JAN 25 AM 11:15  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. OULLIETTE JAN 3 1 2001

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

29  
January 25, 2001

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: THE KIWANIS FOUNDATION OF NEW SMYRNA BEACH, INC.  
Ref. Number: N00000006028

We have received your document for THE KIWANIS FOUNDATION OF NEW SMYRNA BEACH, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

*by who?*

You need to include the manner and date of adoption.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 601A00004248

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01 JAN 29 PM 12:26

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
01 JAN 30 PM 3:35  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

~~Corrected~~  
~~Franks~~  
maybe this time. (B)

FILED

01 JAN 30 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

THE KIWANIS FOUNDATION OF NEW SMYRNA BEACH, INC.

- FIRST: That the name of said corporation shall be THE KIWANIS FOUNDATION OF NEW SMYRNA BEACH, INC.
- SECOND: The principal office of the corporation for the transaction of business is to be located within the County of Volusia, State of Florida, P.O. Box 905, New Smyrna Beach, Florida 32170.
- THIRD: The corporation shall have perpetual existence.
- FOURTH: The purposes, for which said corporation is formed, are:
  - (A) To assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.
  - (B) The specific purposes are: Awarding scholarships to college to deserving high school seniors. Awarding mini-grants to local school teachers for teaching projects. Awarding mini-grants to children and youth advocate groups.
  - (C) Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Internal Revenue Code 501(c)(3) or corresponding provisions of any subsequent tax laws.
- FIFTH: This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.
- SIXTH: The number of directors of this corporation shall be three (3).

**SEVENTH:** The names and addresses of those chosen to serve as directors until the election and qualification of their successors are:

- (A) Fred Baker, 1226 Wayne Ave., New Smyrna Beach, FL 32168
- (B) Alfred Galiano, 412 Schooner, Edgewater, FL 32141
- (C) Kenneth R. Poulin, 182 Flamingo Rd., Edgewater, FL 32141

**EIGHTH:** The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

**NINTH:** This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual. Each director is also an incorporator. Directors shall be elected as set forth in the bylaws.

**TENTH:** In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(A) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(B) A corporation, trust, or community chest, fund or foundation:

(1) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for

the prevention of cruelty to children or animals;

- (3) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
- (4) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (2).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

**ELEVENTH:**

- (A) The corporation and its members will at all times above and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable;
- (B) The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe;
- (C) Whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and
- (D) No amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the

corporation shall be made without the consent of Kiwanis International.

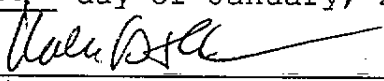
**TWELFTH:** The initial registered office of the corporation shall be located at 415 Canal Street, New Smyrna Beach, Florida 32168 and the initial registered agent shall be Robert S. Thurlow at that address.

**THIRTEENTH:**

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The amendment was adopted January 24, 2001. The number of votes cast by the members for the amendment was sufficient for approval.

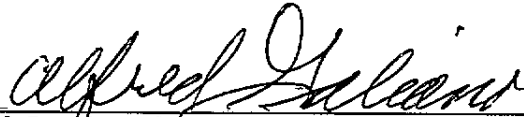
IN WITNESS WHEREOF, the persons who are to act in the capacity of first directors of this corporation hereunto set their hands this 26 day of January, 2001.


  
Witness Robert S. Thurlow

  
Fred Baker, Incorporator

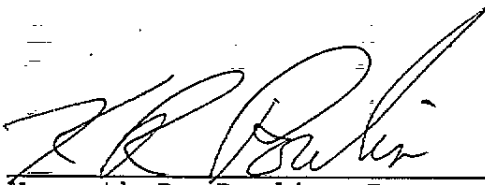
  
Witness Jane K. Myers


  
Witness Marjorie A. Thurlow

  
Alfred Galiano, Incorporator

  
Witness Jane K. Myers

  
Witness Jane K. Myers

  
Kenneth R. Poulin, Incorporator

  
Witness Robert S. Thurlow