

NO20000004987

Law Office of

CHARLES R. HILLEBOE, P.A.

2790 Sunset Point Road
Clearwater, Florida 33759
(727) 796-9191
Fax: (727) 799-7017

FILED
JUL -1 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 11, 2002

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*****78.75 *****78.75

Secretary of State
Dept. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation - Non-profit Organization

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for KIWANIS CLUB OF COUNTRYSIDE FOUNDATION, INC. for filing with your office. Also enclosed is this firm's check in the amount of \$78.75 to cover filing fees, a certified copy of the Articles and a return envelope.

Please call with any questions.

Sincerely,

Cherrie Bottie

Cherrie Bottie
Secretary to Charles R. Hilleboe

cb
Enc.

W02/7434

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 14, 2002

CHARLES R. HILLEBOE, P.A.
2790 SUNSET POINT RD
CLEARWATER, FL 33759

SUBJECT: KIWANIS CLUB OF COUNTRYSIDE FOUNDATION, INC.
Ref. Number: W02000017434

We have received your document for KIWANIS CLUB OF COUNTRYSIDE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document. ✓

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws. ✓

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors. ✓

Please return the original and one copy of 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 402A00039132

**ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF COUNTRYSIDE FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Florida Not for Profit Corporation Act, as amended (the "Act"), executes the following Articles of Incorporation:

ARTICLE 1

Name

Section 1.01. Name. The name of this Corporation is:

KIWANIS CLUB OF COUNTRYSIDE FOUNDATION, INC.

ARTICLE 2

Principal Office and Mailing Address

Section 2.01. Principal Office and Mailing Address. The principal office of the Corporation and mailing address is:

Principal Office:

Kiwanis Club of Countryside Foundation, Inc.
c/o Charles R. Hilleboe, Esq.
2790 Sunset Point Road
Clearwater, Florida 33759

Mailing Address:

Kiwanis Club of Countryside Foundation, Inc.
P.O. Box 1855
Oldsmar, FL 34677-1855

ARTICLE 3

Purposes and Powers

Section 3.01. Type of Corporation. This Corporation is a not for profit corporation.

Section 3.02. Primary Purposes. The purposes for which this Corporation is organized are limited as follows:

Clause (a). Purposes. The Corporation is formed for the purpose of assisting and engaging in all activities which serve charitable, benevolent, eleemosynary, educational, religious or scientific purposes, which are permitted by the Act, and which are permitted to be carried on by an organization except from Federal taxation under the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations issued pursuant thereto, as amended (the "Regulations"), or by an organization contributions to which are deductible under Section 170(c) (2) of the Code and the Regulations, or the corresponding provisions of any subsequent Federal tax laws.

Clause (b). Additional Purposes. In addition to the purposes stated in Clause (2) of this Section 2.02 and subject to the limitations provided in Section 2.03, the Corporation shall have the purposes and objects set forth from time to time in its Bylaws.

Section 3.03. Limitations Upon Powers. No part of the net earnings of the Corporation shall inure to the benefit of any Trustee or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a Trustee, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a Trustee or Officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501© (3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170© (2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE 4

Trustees

4.01. Trustees. This Corporation shall have three (3) Trustees initially. The number of Trustees may be either increased or diminished from time to time by the Bylaws but shall never be less three (3). The appointment and removal of the Board of Trustees shall be as provided in the Bylaws.

ARTICLE 5

Registered Office

Section 5.01. Registered Office. The street address of the registered office of the Corporation is:

2790 Sunset Point Road, Clearwater, FL 33759

ARTICLE 6

Registered Agent

Section 6.01. Registered Agent. The name of the registered agent of the Corporation at the registered office is:

Charles R. Hilleboe

ARTICLE 7

Members

Section 7.01. Membership. The Corporation shall not have members.

ARTICLE 8

Incorporator

Section 8.01. Name and Address of Incorporator. The name and address of the incorporator are as follows:

Charles R. Hilleboe
2790 Sunset Point Road
Clearwater, FL 33759

ARTICLE 9

Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 9.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Trustees of the Corporation.

Section 9.02. Code of Bylaws. The Board of Trustees of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation in accordance with the approval requirements set forth in the Bylaws.

Section 9.03. Limitation on Powers of Board of Trustees. Notwithstanding any contrary provisions in these Articles, the Board of Trustees shall not have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c) (3) of the Code, or such equivalent provisions as may hereafter exist from time to time.

Section 9.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c) (3) of the Code, or such equivalent provisions as may hereafter exist from time to time.

ARTICLE 10

Dissolution

Section 10.01. Dissolution. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Trustees to the United States, the State of Florida, exclusively for public purposes, the municipality in which the registered office of the Corporation is located, any instrumentality or subdivision thereof, exclusively for public purposes, or to any nonprofit corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is exempt from Federal income taxation under Section 501(c) (3) of the Code or the corresponding provisions of any subsequent Federal Tax laws. Any such assets not so transferred by the Board of Trustees shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes or to such tax-exempt organization as the Court shall determine. No Trustee or Office of the Corporation, or any private individual shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE 11

Restrictions Applicable if the Corporation is Or Becomes a Private Foundation

Section 11.01. Restrictions. Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event and if for any reason the Corporation shall fail to qualify as a "public foundation" and is classified as a "private foundation" as that term

is defined in Section 509(a) of the Code, or corresponding provisions of any subsequent Federal Tax laws, or is classified as a private "operating foundation" as that term is defined in Section 4942(j) (3) of the Code, or corresponding provisions of any subsequent Federal Tax laws, then and in such event and in order to comply with Section 508(e) of the Code, and for so long as the Corporation may be deemed to be a "private foundation" or a private "operating foundation", the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following requirements, restrictions, and limitations:

Clause (a). The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal Tax laws;

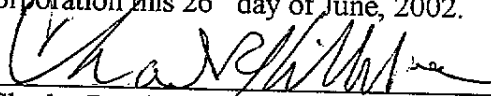
Clause (b). The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal Tax laws;

Clause (c). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal Tax laws;

Clause (d). The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal Tax laws; and

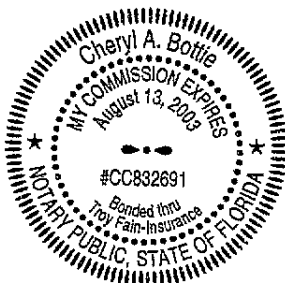
Clause (e). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal Tax laws.

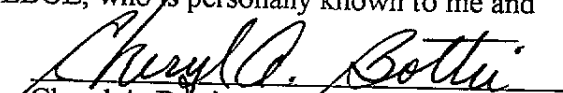
IN WITNESS WHEREOF, the undersigned, being the Incorporator designated in ARTICLE 8, executes these Articles of Incorporation this 26th day of June, 2002.


Charles R. Hilleboe
Incorporator/Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

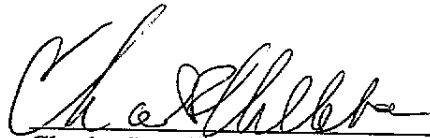
The foregoing Articles of Incorporation was acknowledged before me this 26th day of June, 2002, by CHARLES R. HILLEBOE, who is personally known to me and who did take an oath.




Cheryl A. Bottie
Notary - State of Florida
My Commission expires: 08/13/03

ACCEPTANCE BY REGISTERED AGENT

Charles R. Hilleboe having been named as the registered agent in the foregoing Articles of Incorporation of KIWANIS CLUB OF COUNTRYSIDE FOUNDATION, INC., to accept service of process for the corporation at 2790 Sunset Point Road, Clearwater, FL 33759, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.


Charles R. Hilleboe

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SECRETARY OF STATE
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