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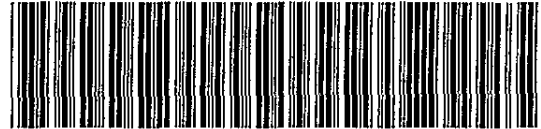
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Geoffrey T. Kirk, Esq.

P.O. Box 10544
Brooksville, FL 34603
(352) 263-9675

May 11, 2004

VIA U.S. PRIORITY MAIL
DELIVERY CONFIRMATION

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re Not-for-Profit Corporate Filing:


**Rotary Club of Brooksville Charitable
Trust, Inc.**

Dear Sir/Madam:

Enclosed are the following: original and one copy of the Articles of Incorporation for **Rotary Club of Brooksville Charitable Trust, Inc.**; check payable to the Department of State in the amount of \$78.75 (filing fee + Certificate of Status); and return envelope for the Certificate of Status.

Please call me at 352/263-9675 if you have any questions. Thanks!

Sincerely,



Geoffrey T. Kirk

Enclosures

cc: Fred McKenna, Incorporator

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, Fla. Stat. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Rotary Club of Brooksville Charitable Trust, Inc.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

P.O. Box 701, Brooksville, FL 34605.

The street address of this corporation shall be:

4287 Bellaire Drive, Spring Hill, FL 34606.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

A. Said 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, or the corresponding section of any future federal tax code. It is intended that the corporation described herein shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, to the extent not inconsistent with any of the foregoing or the goals of Rotary International, it is a primary and essential purpose of this corporation to provide charitable assistance within the community.

B. 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 above.

C. 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 or in opposition to any candidate for public office.

D. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions

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to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV **MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The directors and officers of the Rotary Club of Brooksville, Inc. (a Florida non profit corporation whose Articles of Incorporation were filed on October 21, 1970) shall serve as the directors and officers of this corporation with coinciding positions and terms of office; however, the bylaws of this corporation may provide for some other manner of appointing or electing the officers and directors of this corporation. As a threshold requirement, no person may serve as a director or officer of this corporation unless such person is a member in good standing of the Rotary Club of Brooksville, Inc.

ARTICLE VI **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent is:

Geoffrey Kirk, Esq., 4460 Neptune Drive, Spring Hill, FL 34607.

ARTICLE VII **INCORPORATOR**

The name and street address of the Incorporator is:

Fred McKenna, 13210 Jessica Drive, Spring Hill, FL 34609.

ARTICLE VIII **MANAGEMENT OF CORPORATE AFFAIRS.**

A. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. All directors and officers shall be members in good standing of the Rotary Club of Brooksville, Inc. The number of directors of this corporation shall be set forth in its bylaws.

B. **Officers.** The board of directors shall include the following officers: president, immediate past-president, president-elect, treasurer, and secretary, and such other officers as this corporation's bylaws may authorize. Officers shall have those duties set forth in this corporation's bylaws and as such duties are not otherwise inconsistent with the bylaws of the Rotary Club of Brooksville, Inc., a Florida non-profit corporation.

C. **Members.** This corporation's bylaws may provide for members and their respective role in this corporation. If members are provided for, then at a minimum, all members shall be members in good standing of the Rotary Club of Brooksville, Inc., a Florida non-profit corporation.

ARTICLE IX **DEDICATION OF ASSETS**

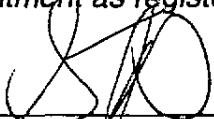
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof.

ARTICLE X **DISTRIBUTION ON DISSOLUTION**

The distribution of assets upon dissolution:

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 Internal Revenue Code, or the corresponding section of any future federal 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent (Geoffrey Kirk)

5/11/04

Date



Signature/Incorporator (Fred McKenna)

5/11/04

Date