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FRED H. STEFFEY
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR
SUITE 300 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE SOUTH
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED
TAX LAWYER

January 4, 2005

TELEPHONE (904) 296-0037
FACSIMILE (904) 296-1435

Certified Mail No.: 7000 1670 0003 7917 2642

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Rotary Club of Ponte Vedra Beach Sunset, Inc.

Gentlemen:

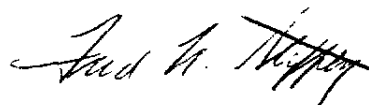
Enclosed for filing is the executed original of the Articles of Incorporation of The Rotary Club of Ponte Vedra Beach Sunset, Inc., together with one copy to be stamped with the filing information and returned with your acknowledgment of the filing and a second copy to be certified and returned.

Also enclosed is my firm's check in the amount of \$78.75 to cover the following filing fees:

Filing Fee.....	\$ 35.00
Designation of registered agent.....	35.00
Certified copy.....	<u>8.75</u>
Total:	\$ 78.75

If you have any questions, please give me a call.

Sincerely,



Fred H. Steffey

FHS:maw
Enclosure

cc: Mr. Stephen D. Melching - w/o enclosure

SEARCHED
AND
FILED

My Documents \Corporate \Gtry\Sunset AI.wpd
05/17/2013

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE ROTARY CLUB OF
PONTE VEDRA BEACH SUNSET, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I
Name and Principal Office

Section 1.1. Name. The name of the corporation is THE ROTARY CLUB OF PONTE VEDRA BEACH SUNSET, INC.

Section 1.2. Principal Office. The street address of the principal office of the corporation is 20 Players Club Villas, Ponte Vedra Beach, Florida 32082, and its mailing address is Post Office Box 612, Ponte Vedra Beach, Florida 32004.

Article II
Duration

Section 2.1. Duration. The corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purposes

Section 3.1. Purposes. The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to participate as a member club in the programs of Rotary International to encourage and foster the ideal of service as a basis of worthy enterprises and, in particular, to encourage and foster:

- (1) The development of acquaintance as an opportunity for service.

(2) High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; the dignifying by each Rotarian of his or her occupation as an opportunity to serve society.

(3) The application of the ideal of service by each Rotarian to his or her personal, business and community life.

(4) The advancement of international understanding, goodwill and peace through a world fellowship of business and professional men and women united in the ideal of service.

Article IV **Membership**

Section 4.1. Qualifications. The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members with the following qualifications:

Adult persons of good character and good business and professional reputation who are actively engaged in or have retired from any worthy and recognized business or profession and have their place of business or residence located within the geographical area recognized for members of the club by Rotary International.

Section 4.2. Selection. Members shall be proposed by members of the club and approved by the Board of Directors.

Article V **Initial Registered Office and Resident Agent**

Section 5.1. Office Address. The street address of the initial registered office of this corporation is 20 Players Club Villas, Ponte Vedra Beach, Florida 32082 and its mailing address is Post Office Box 612, Ponte Vedra Beach, Florida 32004.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Stephen D. Melching.

Article VI
Board of Directors

Section 6.1. Number. The Board of Directors of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Directors consist of less than three (3) persons.

Section 6.2. Selection. The members of the Board of Directors shall be elected annually by the members of the club as provided in the Bylaws of the corporation.

Section 6.3. Names and Addresses of Initial Members of the Board of Directors. The names and mailing addresses of the members of the first Board of Trustees of the corporation are:

Stephen D. Melching, Post Office Box 612, Ponte Vedra Beach, FL 32004
Deborah Henson, Post Office Box 612, Ponte Vedra Beach, FL 32004
Stephen D. Danzig, Post Office Box 612, Ponte Vedra Beach, FL 32004

Section 6.4. Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors..

Article VII
Officers

Section 7.1. Officers. The officers of the corporation shall be President, Secretary, Treasurer and such other officers as may be provided in the Bylaws.

Section 7.2. Initial Officers. The names and mailing addresses of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Stephen D. Melching, President, P. O. Box 612, Ponte Vedra Beach, FL 32004
Stephen D. Danzig, Secretary, P. O. Box 612, Ponte Vedra Beach, FL 32004
Deborah Henson, Treasurer, P. O. Box 612, Ponte Vedra Beach, FL 32004

ARTICLE VIII
GOVERNING DOCUMENTS

Section 8.1. **In General.** The conduct of the business and affairs of this corporation shall be governed by these articles, and to the extent not inconsistent with these articles by a Constitution and Bylaws.

Section 8.2. **Constitution.** The Constitution of this corporation shall be the Standard Rotary Club Constitution, as amended from time to time by the Council of Legislation of Rotary International, with such modifications as from time to time shall be adopted by the Board of Directors of this corporation in accordance with the Bylaws of Rotary International.

Section 8.3. **Bylaws.** The Bylaws of this corporation shall be such Bylaws as the Board of Directors of this corporation shall adopted from time to time, which Bylaws shall not be inconsistent with the Constitution and Bylaws of Rotary International, or the Standard Rotary Club Constitution as adopted by the Board of Directors of this corporation.

ARTICLE IX
NAME AND ADDRESS OF INCORPORATOR

Section 9.1. **Name.** The name of the incorporator of the corporation is Stephen D. Melching.

Section 9.2. **Address.** The address of the incorporator of the corporation is 20 Players Club Villas, Ponte Vedra Beach, Florida 32082.

ARTICLE X
STOCK AND DIVIDENDS PROHIBITED; MEMBERS' LIABILITY

Section 10.1. **Stock and Dividends.** The corporation shall have no capital stock and shall pay no dividends.

Section 10.2. **Members' Liability.** The private property of the members of the corporation shall not be liable for any obligation of the corporation.

ARTICLE XI
LIMITATIONS ON ACTIONS

Section 11.1. Limitations on Distributions to Members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or any 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 Article III.

Section 11.2. Limitations on Political Activity. 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.

Section 11.3. Limitations in General. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code (the "Code").

ARTICLE XII
DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 12.1. Distribution by Directors. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to such organizations organized and operated for such purposes as the Board of Directors shall determine, provided that at the time they qualify as exempt organizations under Section 501 (c)(2) or Section 501(c)(3) of the Code.

Section 12.2. Distribution By Circuit Court. Any assets of the corporation not distributed by the Board of Directors pursuant to Section 12.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such Section 501 (c)(2) or Section 501(c)(3) qualifying organizations as said court shall determine.

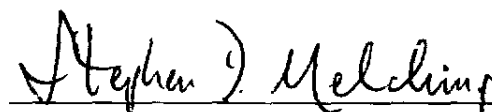
ARTICLE XIII
POWERS

Section 13.1. Powers in General. Subject to the restrictions and limitations set forth in Articles XI and XII, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

ARTICLE XIV
AMENDMENT

Section 14.1. Amendment. These Articles of Incorporation may be amended at any regular meeting of the club at which a quorum is present by 2/3 vote of members present. No amendment or additions to these articles can be made which is not in harmony with the Bylaws and Constitution of Rotary International.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 20th day of DECEMBER, 2004.



STEPHEN D. MELCHING

INCORPORATOR

STATE OF FLORIDA)
COUNTY OF St Johns)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **STEPHEN D. MELCHING** (Known to me X or Type of Ident. & No. _____) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of december, 2004.



Stephanie C Burns
NOTARY PUBLIC, State of Florida
PRINT NAME Stephanie C Burns

My Commission Expires: July 22, 2008

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

05 JAN -7 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes §48.091 and §607.0501, the following is submitted:

THE ROTARY CLUB OF PONTE VEDRA BEACH SUNSET, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates **STEPHEN D. MELCHING** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 20 Players Club Villas, Ponte Vedra Beach, Florida 32082.

**THE ROTARY CLUB OF
PONTE VEDRA BEACH SUNSET, INC.**

By: Stephen D. Melching
STEPHEN D. MELCHING, Incorporator

Date: December 20, 2004

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.

Stephen D. Melching
STEPHEN D. MELCHING

Date: December 20, 2004