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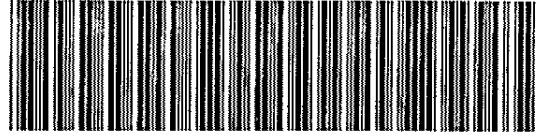
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B. McKnight JUL 15 2005

Thomas R. Weller

Attorney at law

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Suite 50
High Springs, Florida 32643

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July 12, 2005

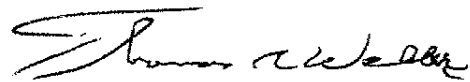
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of "Kiwanis Club of Santa Fe, Florida, Inc."; a Non-Profit Corporation

Dear Sirs:

Enclosed is the Articles of Incorporation for Kiwanis Club of Santa Fe, Florida, Inc. with a check in the amount of \$87.75 to cover the cost of filing. Please file the Articles and return the enclosed copy of the Articles with the date-stamp thereon noting when the corporation was filed. If you have any questions or problems with the documentation, please notify me.

Sincerely,



Thomas R. Weller, Esq.

trw/wt
cc. client

ARTICLES OF INCORPORATION
(Non Profit)
OF
KIWANIS CLUB OF SANTA FE, FLORIDA, INC.

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME

The name of this corporation shall be Kiwanis Club of Santa Fe, Florida, Inc.

II. DURATION

The term of existence of this corporation is perpetual, from the date hereof.

III. STATUS

This corporation is a not-for-profit corporation.

IV. AUTHORIZATION

This corporation shall be governed according to the laws promulgated under Chapter 617, Florida Statutes.

V. PURPOSE OF CORPORATION

The purposes of the corporation are:

- To give primacy to the human and spiritual rather than to the material values of life
- To encourage the daily living of the Golden Rule in all human relationships.
- To promote the adoption and the application of higher social, business, and professional standards.
- To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.
- For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Santa Fe, and its members.
- To do all such things as are incidental or conducive to the attainment of the above objects.

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VI. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is located at 14520 NW US Hwy 441, Alachua Florida 32615, and the name of the initial registered agent of this corporation at this address is Karen Tileston.

VII. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 21775 N.W. 154 Place, High Springs, Florida 32643, but the mailing address is P.O. Box 961, High Springs, Florida 32655.

VIII. DIRECTORS

This corporation shall have eleven (11) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than 5. The names and addresses of the initial Board of Directors of this corporation are:

Karen Tileston
14520 NW US Hwy 441
Alachua, FL 32615

James Harrison
20112 No. US Hwy 441
High Springs, FL 32643

Linda Chapman
12775 NW 196 Terr.
Alachua, FL 32615

Kathy Colson
24311 N St. Rd. 121
Alachua FL 32615

Thomas R. Weller
21775 NW 154 Pl.
High Springs, FL 32643

Sue Weller
21775 NW 154 Pl.
High Springs, FL 32643

Jeff Norris
P.O. Box 568
Alachua Fl 32616

Babs Chastain
25929 NW 110 Ave.
High Springs, FL 32643

Marilyn Bennett
P.O. Box 2285
High Springs, FL 32655

Bill Scott
174 SW Lynn Sherman Terr.
Ft. White, FL 32038

The directors named in these Articles of Incorporation, as the first Board of Directors, shall hold office until the first annual meeting of the members, at which time an election of directors shall be held. Thereafter the term of office of each director shall be two years with the terms staggered and until the qualification of a successor in office of such director.

IX. MANAGEMENT

The affairs of the corporation shall be managed by a President, vice president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the By-Laws, under the supervision of the Board of Directors. The officers shall be elected by the Board of Directors, or as provided in the By-Laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
Thomas R. Weller, 21775 NW 154 Pl., High Springs, FL 32643.

XI. MEMBERS

The members of this corporation shall consist of the initial directors named herein and such other persons as are approved for membership as provided in the By-Laws.

XII. DISPOSITION OF ASSETS

Upon the dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

XIII. PROHIBITED ACTIVITIES

Other provisions of these Articles of Incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject it to tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

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. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

XIV. BOARD OF DIRECTORS

The Board of Directors shall be a self perpetuating body whose members shall be chosen only from among the members of this corporation. Directors shall be elected, and any vacancies in office filled, in accordance with the Bylaws of the corporation.

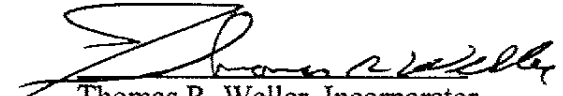
XV. BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal these By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida and the Code.

XVI. AMENDMENTS

Whenever requested by the board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure, or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, this 20 day of May, 2005.

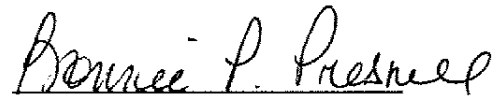

Thomas R. Weller, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this date personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Thomas R. Weller, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and (s)he duly acknowledged before me that (s)he signed the same for the purposes therein expressed.

WITNESS my hand and official seal at Alachua, in said County and state, this 20 day of May, 2005.

BONNIE P. PRESNELL
Notary Public, State of Florida
My comm. exp. Mar. 1, 2008
Comm. No. DD 277528


Notary Public
State of Florida
My Commission Expires

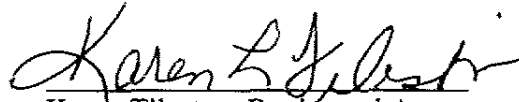
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The Kiwanis Club of Santa Fe, Florida, Inc., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the County of Alachua, State of Florida, has named Karen Tileston as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent in order to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept such designation and agree to act in this capacity. I am familiar with, and accept the obligations of that position.


Karen Tileston, Registered Agent

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