

NO6000001368

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

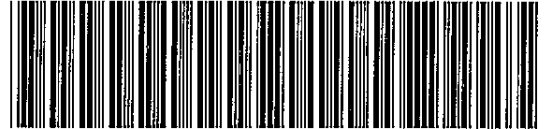
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400064475654

02/08/06--01060--024 **78.75

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2006 FEB -8 PM 3: 13

RECEIVED

STATE
REGISTRARS
TALLAHASSEE, FLORIDA
06 FEB -8 PM 2: 34

CAPITAL CONNECTION, INC.

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

Rotary Club of Zephyrhills
Foundation, Inc.

- 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 _____

Signature _____

Requested by:

SP 2/2/06 12:22
Name Date Time

Walk-In _____ Will Pick Up _____

FILED

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF ZEPHYRHILLS FOUNDATION, INC.

2006 FEB -8 PM 3: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

Article I

Name and Address

The name of this corporation shall be **Rotary Club of Zephyrhills Foundation, Inc.** The initial principal office of the corporation shall be located at 38349 County Road 54, Zephyrhills, FL 33542, which office may be changed from time to time by action of the Board of Directors.

Article II

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing it shall be within the purposes of this corporation to make distribution of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this corporation and which shall further the said purposes.

(b) No part of the net earnings of this corporation shall inure to the benefit of any Director or officer of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this 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.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) 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 distributed shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is located, exclusively for the exempt purposes identified hereinabove or to such organization or organizations as the court shall determine to be organized and operated exclusively for such purposes.

Article III

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, all of this corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this corporation to tax under Section 4942 of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditure (as defined in Section 4945(d) of the Code).

Article IV

Members

This corporation shall have a membership consisting of the then-current President of the Rotary Club of Zephyrhills and all former Presidents of the Rotary Club of Zephyrhills who are

active and in good standing. The members shall elect the Board of Directors of the corporation and shall have such other powers as may be prescribed in these Articles or the Bylaws of the corporation.

Article V

Duration

This corporation shall have perpetual existence.

Article VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 38349 County Road 54, Zephyrhills, Florida 33542, and the initial registered agent of this corporation shall be J. Gary Brownsberger. This corporation shall have the right to change such registered office and agent from time to time, as provided by law.

Article VII

Incorporator

The incorporator filing these Articles of Incorporation is Tad B. Wheeler, 6304 Fletcher Road, Plant City, Florida 33565.

Article VIII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the bylaws of this corporation and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Article IX

Directors

The initial members of the Board of Directors of the corporation shall consist of the following members, who shall hold office until their successors have been duly elected and qualified:

<u>Name</u>	<u>Address</u>
Tad B. Wheeler	6304 Fletcher Road Plant City, FL 33565
E. Dale Barnett	39142 Fibelkorn Drive Zephyrhills, FL 33540
Kerry A. Barnett	5122 - 21 st Street Zephyrhills, FL 33542

Article X

Bylaws

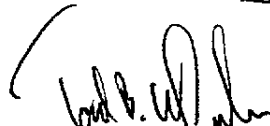
The power to adopt, alter, amend, and repeal the Bylaws of this corporation shall be vested in the Board of Directors of the corporation.

Article XI

Amendment of Articles of Incorporation

This corporation reserves the right to alter, amend, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes stated herein as of the 2nd day of February, 2006.



TAD B. WHEELER

ROTARY CLUB OF ZEPHYRHILLS FOUNDATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, J. Gary Brownsberger, having been named as registered agent to accept service of process for the corporation named above at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 2nd day of February, 2006.


J. GARY BROWNSBERGER