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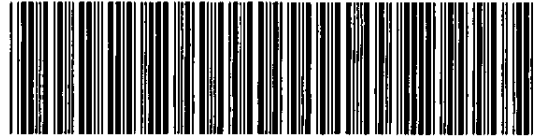
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DIVISION OF CORPORATIONS  
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gf 10/17/08



JONATHAN S. DEAN, P.A.  
SUSAN E. DEAN, P.A.

A LIMITED LIABILITY PARTNERSHIP  
CONSISTING OF PROFESSIONAL ASSOCIATIONS  
**ATTORNEYS AT LAW**

TELEPHONE: (352) 430-1326  
FAX: (352) 430-1329  
E-MAIL: [jondean@deananddean.net](mailto:jondean@deananddean.net)  
[suedean@deananddean.net](mailto:suedean@deananddean.net)

MAILING ADDRESS:  
11714 NE 62ND TERRACE • SUITE 400  
THE VILLAGES, FLORIDA 32162

September 15, 2008

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

RE: KIWANIS CLUB OF LADY LAKE CHARITABLE FOUNDATION, INC.


Dear Sirs:

Enclosed please find our firm's check in the amount of \$87.50 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, L.L.P.

  
Lourdes Varela  
Secretary

/lmv  
Enclosures

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DIVISION OF CORPORATIONS  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 23, 2008

DEAN AND DEAN, L.L.P.  
11714 NE 62ND TERRACE  
SUITE 400  
THE VILLAGES, FL 32162

SUBJECT: KIWANIS CLUB OF LADY LAKE CHARITABLE FOUNDATION, INC.  
Ref. Number: W08000043997

We have received your document for KIWANIS CLUB OF LADY LAKE CHARITABLE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return the corrected 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) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 308A00051147

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**ARTICLES OF INCORPORATION  
OF**

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**KIWANIS CLUB OF LADY LAKE CHARITABLE FOUNDATION, INC.**

The undersigned directors, for the purpose of organizing a corporation, not for profit, under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE: ORGANIZATION**

The name of the organization shall be:

**KIWANIS CLUB OF LADY LAKE CHARITABLE FOUNDATION, INC.**

**ARTICLE TWO: PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of business is to be located at: 1345 Ballesteros Dr.  
The Villages, Florida 32162

**ARTICLE THREE: PURPOSES**

The following are the purposes for which this organization has been organized:

A: To assist needy or displaced persons particularly young people, to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes, or by furnishing of funds to other organizations organized for charitable, scientific, research or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the Internal revenue Code and regulations.

B: Other charitable, educational, or religious purposes falling under the guidelines of Kiwanis International.

#### **ARTICLE FOUR: MEMBERSHIP**

The authorized number and qualifications of members of the corporation, different classes of membership, if any, the property, voting and other rights, privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the By-Laws.

#### **ARTICLE FIVE: INITIAL REGISTERED AGENT**

Christina Truhn  
1345 Ballesteros Dr.  
Lady Lake, Florida 32162

#### **ARTICLE SIX**

This corporation shall have perpetual existence.

#### **ARTICLE SEVEN: INCORPORATORS**

The names and address of the Incorporators are:

Werner K. Diehl  
8861 SE 132<sup>nd</sup> Loop  
Summerfield, FL 34491

John C. Drewes  
12081 SE 91<sup>st</sup> Ave.  
Summerfield, FL 34491

Annette McCullough  
5110 Magnolia Terr.  
Fruitland Park, FL 34731

Albert Reggi  
334 Ivanhoe Cir.  
Lady Lake, FL 32159

C. J. Tallarico  
348 Ivanhoe Cir.  
Lady, Lake, FL 32159

Christina Truhn  
1345 Ballesteros Dr.  
Lady Lake, FL 32162

B. Craig Truhn  
1345 Ballesteros Dr.  
Lady, Lake, FL 32159

### **ARTICLE EIGHT: OFFICERS**

The affairs of this corporation shall be managed by the officers and directors. The corporation shall have seven directors who shall elect the officers including President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person. The election of directors shall be held at the annual meeting. Voting shall be by ballot and shall not be cumulative. Only active, privileged and senior members present and in good standing may vote. There shall be no voting by proxy.

### **ARTICLE NINE: BOARD OF DIRECTORS**

The Board of Directors shall consist of seven persons. The Board of Directors shall be elected in the manner set forth in the By-Laws. The names and address of those chosen to serve as directors until the election and qualification of their successors are:

Werner K. Diehl  
8861 SE 132<sup>nd</sup> Loop  
Summerfield, FL 34491

John C. Drewes  
12081 SE 91<sup>st</sup> Ave.  
Summerfield, FL 34491

Annette McCullough  
5110 Magnolia Terr.  
Fruitland Park, FL 34731

Albert Reggi  
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Lady Lake, FL 32159

C. J. Tallarico  
348 Ivanhoe Cir.  
Lady, Lake, FL 32159

Chrisitna Truhn  
1345 Ballesteros Dr.  
Lady Lake, FL 32162

B. Craig Truhn  
1345 Ballesteros Dr.  
Lady, Lake, FL 32159

## **ARTICLE TEN: BY-LAWS AND AMENDMENTS**

The By-Laws are to be originally made and may thereafter be altered or rescinded, if in conformity with the Constitution and By-Laws of Kiwanis International, by a two-thirds vote of the active, privileged and senior members present at the meeting of the club, provided notice of the proposed amendment shall be given to the members at least two weeks prior to the meeting. There shall be no voting by proxy.

## **ARTICLE ELEVEN: AMENDMENTS TO ARTICLES**

Amendments to these articles of Incorporation may be proposed and adopted in the same manner as the By-Laws are amended as found in Article Ten above.

## **ARTICLE TWELVE: DISSOLUTION**

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors or persons in charge of liquidation shall grant, convey, assign, and transfer the remaining assets of this unto:

(1) A state, territory, possession of the United States, or any political subdivision or any of the foregoing; or to the United States or to the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any State or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of this net earnings of which in inures to the benefit of any private shareholder or individual; and.

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph b).

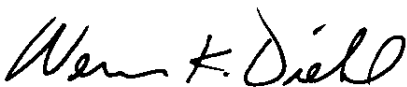
No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes, which is tax exempt, nonprofit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

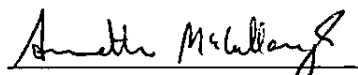
If the corporation holds any assets in trust at the time of dissolution their house, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolve corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

**ARTICLE THIRTEEN: POLICIES OF KIWANIS INTERNATIONAL**


- a.) the corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable;
- b.) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe;
- c.) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and
- d.) no amendments to the Articles of Incorporation or corporate bylaws, or change in the purpose of the corporation shall be made without the consent of Kiwanis International.


IN WITNESS WHERE OF the persons who are to act in the capacity of first directors of this corporation have hereunto set their hands this  
19 day of June 2008:

  
Werner K. Diehl


  
Annette McCullough

  
C.J. Tallarico

  
B. Craig Truhn

  
John C. Drewes

  
Albert Reggi

  
Christina Truhn

Having been named as registered agent and to accept service of a process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Christina Truhn

Christina Truhn/Registered Agent

Date: June 19, 2008

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