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FLORIDA PROFIT/NON PROFIT CORPORATION
ROTARY CLUB OF ORMOND BY THE SEA, INC.

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ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF ORMOND BY THE SEA, INC.

We, the undersigned, hereby form a corporation Not for profit under the laws of the State of Florida, Chapter 617, in accordance with the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is: ROTARY CLUB OF ORMOND BY THE SEA, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The initial registered office and principal place of business and the mailing address of the corporation shall be:

235 Riverside Drive, Ormond Beach, Florida 32176.

ARTICLE III. CORPORATE PURPOSES.

1. The Corporation is a non-profit corporation as described in Section 501(c) of the Internal Revenue Code and is organized solely for general charitable purposes pursuant to the laws of the State of Florida.

2. The purpose is to promote and carry out charitable and benevolent objectives and to encourage, promote, and extend the objects of Rotary International, and to maintain the relations of a member club of Rotary International.

3. To carry out the purposes and to be subject to the jurisdiction of Rotary International, so far as permitted and not in conflict with, the laws of the State of Florida under which this

corporation is incorporated.

4. The foregoing clauses shall be construed as objects, purposes and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the principles of the common law upon corporations organized thereunder and the enumeration and special powers of the corporation.

ARTICLE IV. MANNER OF ELECTION OF THE BOARD OF DIRECTORS.

1. The Board of Directors shall be elected by a majority of the members of the corporation at a meeting duly called and noticed at least ten (10) days prior to the date of the meeting.

2. The Board of Directors may name a nominating committee to present a slate to the board and any member may nominate a person for the board at the board meeting called for that purpose.

ARTICLE VI. THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS ARE:

1. W. Frederick Boettcher, 28 Marjorie Trail, Ormond Beach, Florida 32174

2. Bernard H. Strasser, 235 Riverside Drive, . Ormond Beach, Florida 32176.

3. Mary Yochum, 10 Poinsettia Drive, Ormond Beach, Florida 32176.

ARTICLE V. REGISTERED AGENT

The initial registered agent of the corporation and his address shall be: Bernard H. Strasser, 116 East Granada Boulevard, Ormond Beach, Florida 32176.

ARTICLE VI. INCORPORATORS

The names and residence addresses of the incorporators of this corporation are as follows:

- | | |
|--|--|
| 1. W. Frederick Boettcher
28 Marjorie Trail
Ormond Beach, Florida 32174. | 2. Bernard H. Strasser
235 Riverside Drive
Ormond Beach, Florida 32176 |
| 3. Mary Yochum
10 Poinsettia Drive
Ormond Beach, Florida 32176. | |

ARTICLE VII. 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. The number of directors of the corporation shall be not less than three (3) provided, however, that such numbers may be changed by a bylaw duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first annual meeting at which time an election of directors shall be held.

The Board of Directors shall meet on a monthly basis or at such other time as the Board of Directors may designate.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written

consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

- B. Corporate Officers. The Board of Directors shall elect the following officers: President, President Elect, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be elected at the first meeting of the Board of Directors, following the annual membership meeting.

Until such election is held, the following persons shall serve as corporate officers:

President, W. Frederick Boettcher
President Elect, August Tarasi
Secretary Mary Yochum
Treasurer, Robert Zieledorf

- C. Executive Committee. The following corporate officers shall constitute the Executive Committee and be empowered to operate with the full power and authority of the Board of Directors between Board meetings: Chairman of the Board, President, President Elect, Secretary, and Treasurer.

ARTICLE VIII. BYLAWS

Subject to the limitations contained in these Articles of Incorporation, bylaws, and any limitations set forth in the laws of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, whether by a resolution of the Board of Directors or by procedure set forth therefore in the bylaws.

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 never inure to the benefit of any director, officer, or member thereof.

ARTICLE X. DISTRIBUTION OF ASSETS

- A. In the event of 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 organization, dispose of all of the assets of the organization by making contributions to separate unrelated organizations organized and operated exclusively for charitable purposes that shall at the time qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE XI. AMENDMENT OF ARTICLES

- A. Amendments to the Articles other than Article IV may be adopted by the affirmative vote of two-thirds of the authorized number of voting members at any duly held meeting, providing all members have been given fifteen (15) days prior notice of the proposed amendments. Any Amendment(s) to these Articles shall be reported to the members following the adoption thereof.

IN WITNESS WHEREOF, the undersigned subscribed have executed these

Articles of Incorporation this 1st day of September, 2010.

W. Frederick Boettcher

W. Frederick Boettcher, as Incorporator, Director, Officer

Bernard H. Strasser

Bernard H. Strasser, as Incorporator, Director

Mary Yochum

Mary Yochum, as Incorporator, Director, Officer

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.

Bernard H. Strasser

Bernard H. Strasser, as Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

I hereby certify that on this 1st day of September, 2010, personally appeared before me, the undersigned authority, W. Frederick Boettcher, Bernard H. Strasser, and Mary Yochum, () who are personally known to me or (X) who have produced Florida Driver Licenses and who are known to be the persons who are described in the foregoing Articles of Incorporation, who acknowledged to me that they executed said Articles of Incorporation as their free and voluntary acts and deeds for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Ormond Beach, Florida, the day and year first above written.

Notary Seal

Kathryn F. Mingle
Notary



KATHRYN F. MINGLE
MY COMMISSION # DD 781092
EXPIRES: August 20, 2012
Bonded Through Notary Services

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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