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P.O. Box 692514
Orlando, FL 32869
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Shannon.Hoagland@HoaglandLaw.com
www.HoaglandLaw.com

April 19, 2017

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed for filing please find the Articles of Organization of Rotary Club of Dr. Phillips Foundation, Inc. a not-for-profit corporation under the Florida Not For Profit Corporation Act, together with an additional copy. Also enclosed is a check for \$87.50 for the required filing fee, certificate of status and certified copy.

Please contact me directly if you have any questions regarding the enclosed.

Very truly yours,

HOAGLAND LAW, PLLC



By: Shannon D. Hoagland

**ARTICLES OF INCORPORATION OF
ROTARY CLUB OF DR. PHILLIPS FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is **ROTARY CLUB OF DR. PHILLIPS FOUNDATION, INC.**

**ARTICLE II
PURPOSES AND POWERS**

1. The mission and purpose of the Corporation is to enable Rotarians and other members of the Central Florida community to advance world understanding, goodwill, and peace through the improvement of health, the support of education, and the alleviation of poverty.

2. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code").

3. The Corporation may receive gifts and bequests and hold, administer, and dispose of the same exclusively for the accomplishment of the charitable purposes for which the Corporation was created. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, as amended.

4. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

5. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE III
NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 its corporate purposes set forth herein. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV
DURATION**

The duration of existence of the Corporation shall be perpetual.

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TALLAHASSEE, FLORIDA

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**ARTICLE V
OFFICE**

The mailing address of the Corporation in the State of Florida shall be:

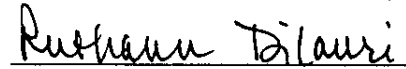
P.O. Box 1381
Windermere, FL 34786

The principal place of business and registered office of the Corporation in the State of Florida shall be:

Ruthann DiLauri
7751 Kingspointe Pkwy, #117
Orlando, FL 32819

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Ruthann DiLauri

**ARTICLE VI
NO CAPITAL STOCK**

The Corporation shall not have capital stock.

**ARTICLE VII
NO MEMBERS**

The Corporation shall not have members.

**ARTICLE VIII
BOARD OF DIRECTORS**

1. The general management of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

2. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present; provided that when the action is taken by less than all Directors, all Directors must be notified immediately of its text and effective date. The written action shall be effective when signed by the required number of Directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action.

**ARTICLE IX
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations as the Board may determine which are organized and operated exclusively for charitable or educational purposes and which qualify as exempt organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

**ARTICLE X
NAME OF INCORPORATOR**

The name and address of the Incorporator are:

Shannon D. Hoagland
Hoagland Law, PLLC
P.O. Box 692614
Orlando, FL 32869

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 19th day of April, 2017.


Shannon D. Hoagland, Incorporator